LEADERSHIP

PARTNERSHIP

INNOVATION

COLLABORATION

STRATEGY

STRONGER
TOGETHER.
GREATER
IMPACT.

150 Years

NEW YORK STATE
BAR ASSOCIATION

SECTION LEADER

PLAYBOOK

LEAD. COLLABORATE. DECIDE. DELIVER.

A Guide to Governance, Partnership and Impact

MEET ME AT THE BAR—
Building a Strong Bar, Together.

LEADERSHIP WITH PURPOSE. COLLABORATION WITH INTENT. IMPACT THAT LASTS.

Welcome to the 2026 - 2027 bar year! Thank you for stepping forward as leaders of an Association Section. Your commitment to service, innovation, and strategic leadership strengthens not only your individual communities but the entire Association. As we embark on this year together, we do so grounded in the mission of the Association: to be the leading voice for the legal profession by advancing (1) the professional success of our members, (2) equal access to justice, and (3) the rule of law. That mission comes alive through your work.

Our Sections are, and have always been, the engine of the Association. You drive thought leadership, develop cutting-edge programming, and create opportunities for members to grow, connect, and lead. Through your vision and commitment, we are able to respond to the evolving needs of the profession with agility and purpose. Your leadership ensures that the Association remains a dynamic, forward-looking organization.

Equally important, our Sections provide a true community for our members—a place where lawyers find mentorship, collaboration, and a sense of belonging. In a profession that can often feel isolating, you create spaces where colleagues become partners, where ideas become initiatives, and where innovation becomes action. This community is one of our greatest strengths, and it exists because of you.

The Executive Committee deeply appreciates your work and your unwavering commitment to advancing the professional development of our members. Your dedication to excellence, your strategic insight, and your willingness to lead with both heart and perseverance elevate the entire Association. We recognize the time, energy, and creativity you invest, and we are grateful for the impact you make every day.

This Playbook is a resource supporting your leadership of the section. It includes policies, timelines, tips, guidelines and information about Association staff and leadership contact to aid you in the work this bar year.

As we begin this bar year, our theme—**Meet Me at the Bar: Building a Stronger Bar, Together**—captures the spirit of partnership and collective leadership that defines the Association. Together, we will strengthen our profession, expand our reach, and continue building a bar that is inclusive, innovative, and resilient. I look forward to working alongside you as we shape a year of meaningful progress and shared purpose.

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Standing Committees of the New York State Bar Association
Chairs, EC Liaisons, and NYSBA Staff Liaisons

Committee Name	Chair	EC Liaison	NYSBA Staff Liaison
Animals and the Law Examines legal issues involving animal welfare, animal rights, and regulations affecting animals.	Kirk Passamonti	Sheila T. McGinn	Matthew Pennello
Annual Awards Shall consider the qualifications of persons proposed as recipients of the awards.	John H. Gross	Taa Grays	David P. Miranda
Association Insurance Programs Oversees insurance-related member benefit programs and risk-management initiatives.	Thomas J. Maroney	Hugh W. Campbell	Patricia Stockli
Artificial Intelligence and Emerging Technology AIETC examines AI's legal, social, ethical impacts, focusing on justice, regulations, privacy, and advising courts.	Vivian D. Wesson	Jacqueline Jamin Drohan	Matthew Pennello
Attorney Professionalism Promotes ethics, civility, professionalism, and standards of conduct within the legal profession.	Andrew L. Oringer	Justin M. Block	Melissa O'Clair
Attorney Wellbeing Implement recommendations, expand outreach, reform CLE, promote well-being resources and partnerships.	Kim Price Wolf	Susan L. Harper	Jennifer Clayton
Audit	Elizabeth J. Shampnoi	Susan L. Harper	Amira Rizvanovic
Bar Leaders of New York State New York bar leaders collaborate, advance objectives, develop leadership, and foster education.	Michelle H. Wildgrube	Michelle H. Wildgrube	Kimberly McHargue
Bylaws	Timothy Fennell	Margaret E. Gilmartin	David P. Miranda

Standing Committees of the New York State Bar Association
Chairs, EC Liaisons, and NYSBA Staff Liaisons

Committee Name	Chair	EC Liaison	NYSBA Staff Liaison
Reviews and recommends amendments to NYSBA governing rules and organizational bylaws.			
Children and the Law Addresses legal issues affecting children, including welfare, custody, education, and juvenile justice.	Linda Kostin & Sarah Tirgary	Aimee L. Richter	Matthew Pennello
Civil Practice Law and Rules Studies and recommends reforms to New York civil procedure laws and court rules.	Thomas J. Wiegand & John Loss	Jon P. Getz	Matthew Pennello
Civil Rights Focuses on protection and advancement of civil rights and equal justice issues.	Hanna Madbak, Edward Kopko, & Denise Miranda	Diana S. Sen	Eunice Bencke
Committee on Committees Assists with committee appointments, organization, and committee governance matters.	Donald C. Doerr	Donald C. Doerr	Melissa O'Clair
Communications & Publications Oversees association communications, publications, and dissemination of legal information.	Hon. Barry Kamins & Daniel H. Erksine	Thomas J. Maroney	Susan DeSantis
Compensation Responsible for assuring the reasonableness of the compensation of Association executives.	Diana S. Sen	Diana S. Sen	David P. Miranda
Continuing Legal Education Develops and supports CLE programming and attorney education initiatives.	Robert J. Ansell	Ellen G. Makofsky	Katherine Suchocki
Corporate Governance Ensures integrity, accountability, transparency, and effective governance for the bar association.	Adrienne Beth Koch & Mike deFreitas	Adrienne Beth Koch	Matthew Pennello
Courts of Appellate Jurisdiction	Henry Mascia	Hugh W. Campbell	Kirsten Downer

Standing Committees of the New York State Bar Association
Chairs, EC Liaisons, and NYSBA Staff Liaisons

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Examine issues involving appellate courts, appellate practice, and judicial administration.			
Disability Rights Addresses legal and policy issues affecting persons with disabilities and accessibility rights.	William Juhn Laureena Jacobsen Novotnak	Norman P. Effman	Kimberly McHargue
Diversity and Inclusion Promotes diversity, equity, and inclusion within the legal profession and NYSBA leadership.	Richard Washington Lony Leung	Vincent Ted Chang	Carra Forgea
Digital Assets & Currency Studies digital finance law, regulation, attorney guidance, and policy recommendations in New York.	Hon. Cenceria P. Edwards & Howard A. Fischer	Barry Skidelsky	Hilary Jochmans
Education Supports attorneys in education law, covering diverse school and public sector legal issues.	Nelson Mar Claire Sellers John Gross	Norman P. Effman	Kirsten Downer
Families and the Law Studies legal matters affecting families, including domestic relations and family policy.	Susan Lindenauer & Linda Gehron	Hon. Adam Seiden	Matthew Pennello
Immigration Representation Focuses on immigration law practice and access to legal representation for immigrants.	Dr. Karin Jean Anderson-Ponzer	Leah Rene Nowotarski	Eunice Bencke
Judicial Wellness Supports New York judges' wellness through confidential help, education, outreach, and mutual support.	Hon. Linda Mejias-Glover Hon. Craig D. Hannah	Hon. Keri Alison Fiore	Stacey Whiteley
Review of Judicial Nominations Reviews judicial nominees, promotes qualified candidates, opposes unfit appointments, and advises stakeholders.	T. Andrew Brown	Hon. Adam Seiden	David P. Miranda

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Chairs, EC Liaisons, and NYSBA Staff Liaisons

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Law Practice Management Provides guidance on managing legal practices, technology, finance, and operations.	Brett Scher	Anne Louise LaBarbera	Katherine Suchocki
Law, Youth and Citizenship Supports public legal education and civic education programs for students and young people.	Jennifer Letitia Smith	Andre R. Jaglom	Stacey Whiteley
Lawyer Assistance Assists attorneys dealing with mental health, substance abuse, stress, and wellness challenges.	Jacqueline A. Cara & Hon. Richard M. Wallace	Susan L. Harper	Stacey Whiteley
Lawyer Referral Service Oversees lawyer referral and public legal access programs.	Courtney Radick Timothy Fennell	Barry Skidelsky	Tricia Schips
Leadership Development Develops leadership skills and future leaders within the association and profession.	Catherine van Kampen Christopher McNamara	Matthew J. Griesemer	Kimberly McHargue
Legal Aid Supports access-to-justice initiatives and legal services for underserved populations.	Gretchen Gonzalez & Abja Midha	Nic Rangel	Eunice Benecke
Legal Education and Admission to the Bar Examine legal education standards and bar admission policies.	Prof. David Marshall & Prof. Suzanne Darrow-Kleinhaus	Kathleen Marie Sweet	Emilia Gaparini/ Patricia Stockli
Legislative Policy Advises NYSBA leadership on legislative priorities and public policy advocacy.	Kevin M. Kerwin	Nic Rangel	Matthew Pennello
Mandated Representation Focuses on assigned counsel systems and representation obligations in criminal and family courts.	Laurette D. Mulry	Leah Rene Nowotarski	Matthew Pennello
Mass Disaster Response	Daniel Tambasco	Sheila T. McGinn	Kimberly McHargue

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Committee Name	Chair	EC Liaison	NYSBA Staff Liaison
Coordinates legal assistance and policy responses related to disasters and emergencies.			
Media Law Studies issues involving freedom of the press, defamation, privacy, and communications law.	Matthew A. Leish	Anne Louise LaBarbera	Susan DeSantis
Membership Develop strategies for member recruitment, retention, and engagement.	Helen C.C. Naves, Vivian D. Wesson, & Courtney S. Radick	Alyssa L. Zuckerman	Patirica Stockli
New York State Constitution Examines constitutional issues and proposed amendments affecting New York State governance.	Christopher Bopst & Hon. Carmen Ciparick	Hon. Keri Alison Fiore	Matthew Pennello
President's Committee on Access to Justice Promotes initiatives to improve public access to legal services and the court system.	Rezwanul Islam & Michelle H. Wildgrube	Michelle H. Wildgrube	Eunice Bencke
Professional Discipline Addresses attorney disciplinary systems and professional accountability.	Richard M. Gutierrez	Frank Bruno, Jr.	Melissa O'Clair
Professional Ethics Issues ethics guidance and studies rules governing attorney conduct.	Wallace Lee Larson, Jr.	Dawn Joyce Lanouette	Melissa O'Clair
Standards of Attorney Conduct Develops and evaluates standards governing attorney behavior and professional responsibility.	Roy Simon & James Walker	Anne Louise LaBarbera	Melissa O'Clair
Technology and the Legal Profession Examines legal technology, cybersecurity, AI, and innovation affecting law practice.	Alexander Paykin	Andre R. Jaglom	Katherine Suchocki
Tort System Studies tort law developments, liability systems, and civil justice reform.	Souren Avetick Israelyan	Vincent Ted Chang	Laura Flemming

Standing Committees of the New York State Bar Association
Chairs, EC Liaisons, and NYSBA Staff Liaisons

Committee Name	Chair	EC Liaison	NYSBA Staff Liaison
Veterans Addresses legal issues affecting military veterans and service members.	Gary Port & Jessica Parker	Thomas J. Maroney	Laura Flemming
***Task Force on Revising Civil Practice Rules and Law** Examines legal issues involving animal welfare, animal rights, and regulations affecting animals.	Thomas J. Wiegand		Matthew Pennello
***Task Force on Criminal Procedure Law** Established to evaluate and modernize New York's Criminal Procedure Law	Catherine A. Christian, Robert S. Dean, & William C. Donnino	Leah Rene Nowotarski	Matthew Pennello
***Task Force on Digital Archive Initiative** Digital Archive Initiative preserves and activates the Association’s legacy through an accessible, dynamic repository.	Michael A. Markowitz & Dorian Ronald Glover	Nic Rangel	Stefanie Markiewicz
***Task Force to Engage In-House Counsel** In-House Counsel Task Force identifies needs and builds meaningful, relevant engagement for corporate counsel.	Vivian D. Wesson	Vivian D. Wesson	Patrica Stockli
***Task Force on Medical Indemnity Fund** Established to research and recommend ways to protect and sustain New York’s Medical Indemnity Fund	Mary Beth Quaranta Morrissey	Kathleen Marie Sweet	Matthew Pennello
****Special Committee to Examine Selection of Judges for the Court of Appeals** The committee will examine the selection process, including its history, and make recommendations to the Association.	Vincent E. Doyle & Damaris Hernandez		Matthew Pennello

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Section name	EC Liaison	NYSBA Staff Liaison	Chair name	Chair term start	26/27 meeting dates	Season
50+ Section Issues affecting lawyers aged 50 and over, including retirement and senior-practice concerns.	Adrienne Koch	Tara Lana Jessica Kirker	Hon. Adam Seiden	6/1/26	January 19 – 22, 2027	Annual Meeting
Antitrust Law Section Antitrust and competition law practice and policy.	Andre R. Jaglom	Sharmin Woodall	William V. Reiss	Annual Meeting 2026	William Howard Taft Event	November
Business Law Section Corporate, transactional, and commercial business practice.	Jacqueline Jamin Drohan	Tara Lana Jessica Kirker	Luca CM Melchionna	6/1/26	Business Law Section 2025 Spring Meeting, April 4, 2025, New York City.	Spring
Cannabis Law Section Cannabis regulation, compliance, and related business issues.	Sheila McGinn	Tara Lana Jessica Kirker	Jason William Klimek	7/1/26	January 19 – 22, 2027	Annual meeting
Commercial & Federal Litigation Section Commercial and federal court litigation practice.	Anne Louise LaBarbera	Amanda Logue	Maryann Concettina Stallone	6/1/26	Commercial & Federal Litigation Section Spring Meeting; Smooth Moves CLE	Spring
Corporate Counsel Section In house and organizational counsel.	Vivian Wesson	Sharmin Woodall	Elizabeth J. Shampnoi	6/1/26	January 19 – 22, 2027	Annual Meeting
Criminal Justice Section	Norman Effman	Tara Lana Gina Bartosiewicz	David M. Cohn	6/1/26 (2nd Year)	May 8, 2026	Spring

Section name	EC Liaison	NYSBA Staff Liaison	Chair name	Chair term start	26/27 meeting dates	Season
Criminal law, procedure, and policy.						
Dispute Resolution Section Arbitration, mediation, and ADR processes.	Vincent Chang	Mercedes Peno	Loretta Mae Gastwirth	6/1/26	Referenced in a 2025 DRS calendar as a joint "Labor & Employment Section & Dispute Resolution Section Joint Spring Meeting MCLE Program" (date not clearly visible in snippet).	Spring (joint)
Entertainment, Arts & Sports Law (EASL) Section Entertainment, arts, media, and sports law.	Anne Louise LaBarbera	Bridget Donlon	Judah S. Shapiro	N/A	2025 EASL Spring Meeting, May 14, 2025, 1:30 p.m.–7:00 p.m.	Spring
Elder Law & Special Needs Section Elder law, long term care, and special needs planning.	Ellen Makofsky	Sharmin Woodall	Tammy Rose Lawlor	6/1/26	Elder Law and Special Needs Section Summer 2025 Meeting, Baltimore, MD, July	Summer

Section name	EC Liaison	NYSBA Staff Liaison	Chair name	Chair term start	26/27 meeting dates	Season
					17–19, 2025.	
Environmental & Energy Law Section Environmental regulation and energy law.	Thomas Maroney	Lori Randle	Steven C. Russo	6/1/26	Environmental & Energy Law Section Legislative Forum 2026.	Spring
Family Law Section Matrimonial and family law practice.	Aimee L. Richter	Carra Forgea Mercedes Peno	Michelle L. Haskin	2/1/28	Family Law Section 2025 Summer Meeting in Saratoga, July 10–12, 2025.	Summer
Food, Drug & Cosmetic Law Section Regulation of food, drugs, devices, and cosmetics.	Jon P. Getz	Tara Lana Holly Hirsch	Larissa Bergin	6/1/26	January 19 – 22, 2027	Annual Meeting
General Practice Section General practitioners across diverse subject areas.	Justin M. Block	Tara Lana Jessica Kirker	Sarah Gold	6/1/26	January 19 – 22, 2027	Annual Meeting
Health Law Section Health care regulation, reimbursement, and compliance.	Kathleen Sweet	Bridget Donlon Holly Hirsch	James E. Dering	6/1/26	Health Law Section Fall 2026 Meeting, TBD	Fall
Intellectual Property Law Section Copyright, trademark, patent, and related IP.	Barry Skidelsky	Sharmin Woodall	Nyasha Foy	6/1/28	January 19 – 22, 2027	Annual Meeting

Section name	EC Liaison	NYSBA Staff Liaison	Chair name	Chair term start	26/27 meeting dates	Season
International Section Cross border and international practice.	Taa Grays	Carra Forgea	Helen Naves	6/1/26	Buenos Aires, October 2026	Fall Global meeting; Spring Regional meeting
Judicial Section Judicial concerns and court administration.	Donald C. Doerr	Kirsten Downer	Hon. Karen M.C. Cortes	6/1/26	January 19 – 22, 2027	Annual Meeting
Labor & Employment Law Section Labor and employment law practice.	Dawn Lanouette	Lori Randle	Iyana Titus	6/1/26	Joint Meeting – April 2026; Fall meeting October 2	Fall and Spring
LGBTQ+ Law Section Legal issues affecting LGBTQ+ individuals and communities.	Nic Rangel	Mercedes Peno Carra Forgea	Eric Wursthorn	6/1/26	January 19 – 22, 2027	Annual Meeting
Local and State Government Law Section Lawyers working in or with local and state governments.	Alyssa Zuckerman	Amanda Logue	Chris Trapp	6/1/26	Local and State Government Law Section Fall Meeting 2025, Saratoga Springs, September 19–21, 2025.	Fall
Real Property Law Section Real estate transactions, finance, and land use.	Margaret E. Gilmartin	Gina Bartosiewicz Holly Hirsch	John E. Jones	6/1/26	Real Property Law Section Summer Meeting, July 9 – 11	Summer

Section name	EC Liaison	NYSBA Staff Liaison	Chair name	Chair term start	26/27 meeting dates	Season
Tax Section Federal, state, and local tax law.	Hon. Adam Seiden	Kate France	Lawrence M. Garrett	Annual Meeting 2027	Tax Section 2025 Summer Meeting, June 12 – 14, 2026	Summer
Torts, Insurance, & Compensation Law (TICL) Section Tort, insurance coverage, and workers' compensation.	Hon. Keri A. Fiore	Gina Bartosiewicz	Donald Richard Gerace	2/1/26	Fall Destination Meeting, November 12 - 24	Fall
Trial Lawyers Section Civil trial practice and advocacy.	Hon. Adam Seiden	Gina Bartosiewicz	Seth M. Rosner	2/1/26	Fall Destination Meeting, November 12 - 24	Fall
Trusts & Estates Law Section Trusts and estates, estate planning, and fiduciary litigation.	Matthew Griesemer	Kate France	Tara Ann Pleat	Annual Meeting 2026	Trusts & Estates Law Section 2026 Spring Meeting, May 7-9, 2026; Fall Meeting, TBD	Spring and fall
Women in Law Section Issues affecting women in the profession and gender equity.	Leah Nowotarski	Mercedes Peno Carra Forgea	Morghan Leia Richardson	6/1/26	January 19 – 22, 2027	Annual Meeting
Young Lawyers Section Early career lawyer development and networking.	Anne LaBarbera	Amanda Logue	Marcella M. Jayne	6/1/26	January 19 – 22, 2027	Annual Meeting

NEW YORK STATE
BAR ASSOCIATION

Report and Recommendations of the New York State Bar Association **Strategic Planning Committee**

April 2024

The views expressed in this report are solely those of the Committee and do not represent those of the New York State Bar Association unless and until adopted by the House of Delegates.

Strategic Planning Committee Members

TAA GRAYS, CO-CHAIR	**RICHARD LEWIS**
CHRISTOPHER RIANO, CO-CHAIR	**KATHRYN MADIGAN**
JAMES BARNES	**DAVID MARSHALL**
SAMUEL BUCHBAUER	**CHRISTOPHER MCNAMARA**
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GLENN LAU-KEE	**LAUREN SHARKEY**
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Introduction

"The profession is at multilevel crossroads as the pandemic wanes. 'Business as usual' is now better stated as 'business can no longer be as usual'." Task Force on the Post-Pandemic Future of the Profession Report April 2023.

The pandemic jarringly impacted our members professionally and personally; indelibly impacted the legal profession locally, nationally and globally; and lastly, created novel and complicated legal issues.

Many though realized pre-pandemic that "business can no longer be as usual." An ABA October 2019 article observed, "Even though 2018 was the strongest year for law firms since the Great Recession . . . many lawyers sense the profession is undergoing important fundamental changes." The 2022 Future Ready Lawyer Survey by Wolters Kluwer identified the following top trends that have accelerated due to the pandemic:

- Increasing Importance of Legal Technology.
- Coping with Increased Volume and Complexity of Information.
- Meeting Changing Client/Leadership Expectations.
- Emphasis on Improved Efficiency/ Productivity; and
- Growth of Alternative Legal Service Providers

- Workforce expectations: tech-enabled organizations and working remotely or hybrid.

"On an organizational level," a March 2020 TrendWatching article noted, "times of crises can be both threatening and liberating." As a member-drive organization and a leader in the legal profession, the Association needs to take a step back and be reflective: is the way we have done things still the right way to deliver members services, create financial sustainability and advance the rule of law and justice? As we look to our 150 Anniversary in 2026, what steps do we need to continue to ensure our long-term success?

These questions are the ones the Strategic Planning Committee sought to answer and are the subject of this report.

This report recommends that the Association adopt a three year Strategic Plan that (1) aligns our activities to the current and emerging needs of our members, (2) sets us on the path to take advantage of additional revenue streams to ensure continued financial sustainability, and (3) enhances how we lead the legal profession to address the novel and complicated legal issues we now face.

Executive Summary

"As an organization, we must continue to ask ourselves how a specific effort may optimize engagement with current members," President Andrew Brown explained to the Executive Committee when he formed the Strategic Planning Committee toward the end of his presidency in 2022, "as well as determine whether this same effort may help recruit new members or assist with retaining existing members?"

Coming out of the pandemic President Brown recognized that the Association needed to take that step back to see how the pandemic impacted who we were, what we did and how we do what we do. He tasked the Committee with identifying the near-term and long-term actions we needed to take to ensure the Association's continued success.

"The pandemic has caused many organizations to re-evaluate their organizations," stated the strategic consulting firm Danosky & Associates, "how they are serving their constituents and how to promote more equity and inclusion in the work they do."

This report makes two recommendations:

1. Recommendation 1: Adopt a three-year Strategic Plan that (a) updates the Association's mission, vision and values; and (b) focuses on increasing membership, enhancing our decision-making processes and builds a strong business model to increase revenues as strategic objectives with several strategic goals to achieve the objectives.
2. Recommendation 2: The Association's Executive Committee will be responsible for the implementation. This effort involves working with volunteer leaders,

Association sections and committees as well as staff to develop the key activities and timing of the activities to execute the plan over three years.

The outline of the remainder of this report is: (1) Overview of Strategic Planning Process; (2) Prior Association Strategic Planning Work, (3) Assessment of Current and Future State; (4) Recommendations and (5) Conclusions.

Overview of the Strategic Planning Process

"Strategic Planning," Clark Crouch, noted author and strategic planning consultant, observed "is a process by which we can envision the future and develop the necessary procedures and operations to influence and achieve that future".

The New York State Bar Association is a 501(c)(6) not-for-profit corporation under New York State not-for-profit law. Strategic Planning is an important process for all corporations – for-profit and not-for profit to ensure future success. "A strategic planning process," explains the National Council for Nonprofits, "identifies strategies that will best enable a nonprofit to advance its mission."

The process for successful strategic planning[1] includes 5 steps below:

- **Assessment of Current State**: To understand what you need to do; you need to know what you have done. This assessment involves using several strategic planning analytical tools such as SWOT, PESTLE, Porter's Five Forces to be internally reflective and externally aware of factors impacting the organization.

- **Setting Goals and Objectives**: Based on the assessment work, the organization can set realistic and achievable goals and objectives for itself. These goals should be specific, measurable, and time bound.

- **Developing Strategies**: Once the goals and objectives have been set, the organization can then develop strategies to achieve them. These strategies may include marketing, financial, operational, and human resource strategies.

- **Implementation**: After developing the strategies, the organization needs to implement them. This involves assigning responsibilities and resources to different members in the organization to achieve the strategic goals and objectives.

- **Evaluation and Monitoring**: Finally, the organization needs to evaluate the effectiveness of the strategies and monitor progress towards achieving the strategic goals and objectives. This involves measuring performance against a set of metrics and adjusting as needed.

[1] For more details about strategic planning, please see Martins, Julia, "What is strategic planning? A 5-step guide," Asana, January 23, 2024, https://asana.com/resources/strategic-planning.

The rest of this report will focus on the first three steps of the strategic planning steps in the next three sections: (2) Prior Association Strategic Planning Work, (3) Assessment of Current and Future State, and (4) Recommendations.

Prior Association Strategic Planning Work

The Committee reviewed the Association's 2011 Strategic Plan and the 2019 Virtual Bar Center Assessment to understand the prior work done and what goals were achieved.

2011 Strategic Plan – Focus on Membership, Technology, Finance and Programming and Services.

In July 2010, President Stephen P. Younger appointed a Special Committee on Strategic Planning and engaged Harrison Coerver, a professional facilitator to assist with the development of the Strategic Plan. The committee focused on four areas: (1) Membership, (2) Technology, (3) Finance and (4) Programming and Services.

The Strategic Goals adopted were:

1. Increase the value of the Association to members and prospective members.
2. Strengthen the Association's CLE programming and delivery and maintain the Association's market leader position by providing quality, targeted and affordable CLE that is accessible through multiple delivery systems.
3. Strengthen the Association's Sections to add benefit to the members.
4. Use technology to communicate more effectively with existing members, attract and retain new members, and increase the overall value of membership in the Association.
5. Increase organizational support for use of technology.

The staff took the lead in implementing and executing the strategic plan. The goals were achieved, specifically:

1. Pricing accommodations have been implemented since the 2011 plan, discounting services and CLE programming, as well as providing dozens of free programs to members and non-members every given year.
2. CLE programming has grown exponentially over the last few years, including the implementation of a digital-first model.
3. NYSBA now has an on-demand CLE library with 1,700+ programs available 24/7.
4. Increased communications and dissemination of information has been evident over the years.
5. Third party resource portal allowing for job/position searches and resume sharing.
6. Implementation of online communities has led to greater networking.
7. Overhaul of various systems including website, learning management system, and association management software.

8. CTO on staff charged with developing a technology strategy aligned with the company's overall business goals and objectives. This involves assessing current technologies, anticipating future trends, and identifying opportunities for innovation.

2019 Building a Virtual Bar Center

“Our present challenges do not involve brick and mortar,” President Henry “Hank” Greenberg explained to the House of Delegates at its June 2019 Meeting, “the challenge is digital.” In thinking about the Association’s future, he with senior staff and Bar leaders spent months of thinking and analysis, and interviews about how to address this challenge. This work well-positioned the Association to shift to virtually support our members nine months later when the pandemic hit.

The work also produced several key findings pertinent to the current strategic planning work:

1. NYSBA has no Significant International Competition because we are the global leader. Building our international attorney membership is a membership growth opportunity.
2. We have outdated technology.
3. Implementing staff training will strengthen our staff’s ability to support the volunteer leaders and members.
4. We need structural and operations reform.
5. We need a strategic communications plan.
6. To continue fiscal soundness, we need a multi-year strategic fiscal plan.
7. Diversity is a hidden strength that we need to continue to nurture and build.

Understanding what had been accomplished and what gaps remain, the Committee proceeded to examine the Association’s current state and consider the future state by seeking three perspectives: (1) externally – what is happening around us; (2) internally from an operational perspective, and (3) internally from our members.

Assessment of Current and Future State

"If you don't know where you are going,” Yogi Berra, American baseball player observed, “you'll end up someplace else." To understand what areas the Association should focus in on, the Committee sought information from three sources:

1. External perspective – identifying issues and trends impacting not-for-profits and the legal profession.
2. Committee perspectives – identifying issues and seeking recommendations from those handling the operations of the Association; and
3. Member perspectives – reviewing feedback from current members, former members and possible members to understand how they view the Association’s work and value.

External Perspective – "Business can no longer be as usual."

The feedback from the five consultants[2] the committee spoke to was clear: Associations cannot do what they had been doing before. "Not-for-profit organizations have gone through a period of significant upheaval over the past decade," one consultant observed, further stating," In the past three years, trends which were evolving have now substantially accelerated." Advances in technology, new member expectations and needs, new sources of legal services and how these changes impact generating revenue are changing the way organizations have to operate to ensure continued success.

The Committee gained the following insights from the consultants:

<u>Organizations have to service their Membership differently.</u>

- Professional associations generally are experiencing declining membership: in 2019 pre-pandemic 68% struggled to explain and 32% saw 1 – 5% growth.
- Bar associations' declining membership can be largely attributed to its traditional value proposition not aligning with the needs of younger lawyers (Noting: The younger generation of lawyers tends to place greater value on time spent outside of work-related activities.)
- To attract new members, bar associations have begun offering tiered memberships, a la carte services and enhanced online communities. (Noting: Younger members want their associations to not only offer CLE and networking opportunities, but also to represent their personal interests.)
- Organizations are adapting their programs to respond to an increase in need for services,
- Associations are integrating Diversity, Equity and Inclusion into their teams and boards; looking for ways to include diverse voices in the conversation.
- Professional membership organizations have also begun to take a personal approach to their engagement and member learning opportunities. (Noting: Members who are highly engaged and feel personally connected will also be motivated to invite their peers and colleagues, increasing enrollment overall.)
- Millennials are the largest generation in the American workforce since 2016; they appear to prioritize work-life balance.
- Gen Z is estimated to make up over 27% of the workforce by 2025; they appear to prioritize DEI initiatives and hands on experiences.

<u>Technology provides support but is also disruptive.</u>

- Technology also enables other organizations to do the work done by the bar association. One consultant said there could be a free bar association completely online.
- Traditional Association offerings are being replaced by digital offerings.

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[2] The key insights from KPMG, PWC, EY, Danosky & Associates and Parliamentary Associates.

- Online sites are competing with bar associations in terms of CLEs, networking and referral services.
- Technology enables increased “self/study/paced/time” options, hybrid participating options, and use of platforms that work on all devices.
- Budgets are being adjusted to invest in new systems and processes.

Operations need to be re-examined.

- Association are re-thinking operations and organizational structures.
- Associations are using technology to enhance automation capabilities.
- Associations are taking steps to demonstrate greater transparency and accountability.
- Associations are also assessing what they can and cannot do.
- Disruption examples include Amending the Governing Documents to Restructure the Governing Body and allow virtual training and activities.

Associations are re-assessing how they engage externally.

- Associations are becoming more purpose driven.
- Associations are exploring the ecosystem where the organization works.
- Associations are engaging community voices and fostering inclusion.

Focusing on How to Maintain Financial Sustainability

- Associations are focusing on building financial sustainability: to ensure the ongoing viability, the organization must develop a sustainable financial model that is responsible, fair and transparent.
- Associations are developing risk-based scenarios to demonstrate financial sustainability.

Committee Perspective – The Association can improve on how we operate.

The Strategic Planning Committee worked with four Association committees to gain insights and possible recommendations for strategic goals to advance our strategic objectives. The key insights we learned from the Finance Committee, Membership Committee, Communications Committee and the Committee on Committees are excerpted[3] below.

Finance Committee - we weathered the pandemic, but headwinds are ahead.

During the pandemic, and the year that followed, the Association performed exceptionally well from an operating standpoint, due in large part to pivoting our programming to virtual, hosting two virtual Annual Meetings, transitioning other

[3] The full reports are included in the Appendix.

organizational meetings and events to Zoom, and restructuring staff. We also benefited substantially from rising equity markets and the forgiveness of a sizable PPP loan.

It is quite evident, however, that we will not be able to thrive long-term as an organization simply by cutting expenses and virtually operating with a skeleton crew of employees. The Association faces significant headwinds in terms of revenue and expenses that it must confront head on, all the more so now that we own One Elk, and the significant expenses that came along with it.

<u>Committee on Committees: Allocation of Staff Resources is not efficient or coordinated.</u>

At the end of the day, this Association needs to find a way to balance the priorities of the Association, along with the priorities of the varying sections and committees. However, this can only be done if those priorities have been established in advance, and at a similar time. This strategy should not omit the ability to be flexible and pivot where necessary, handling last minute requests or changes, however those should be the “exception.’ Association staff currently work a 35- hour work week based on the Human Resources department; however, there are times a Liaison role exceeds those hours. A Liaison’s time is driven by the requests and decisions made by volunteers, who are not privy to the same requests and decisions section by section, or committee by committee, making time management very difficult.

<u>Communications Committee: Enhancements will Support Strong Communications Foundation.</u>

The Committee noted that we have strong content and disseminate that content to our members through various channels. The Committee recommended improving the website, creating separate sites for the NYSBA Bar Journal together with Section publications, developing podcasts, and further using collaboration tools/software to increase engagement with Association members.

<u>Committee on Membership: Great benefits but Association is difficult to navigate.</u>

When asked how is the Association different from other bar associations, the Committee identified a dozen activities that make the Association unique and show our value including, sections, CLEs, advocacy efforts, members being generous with their time to support each other, discounted publications and using our committees and task forces to examine issues that impact lawyers.

Our size does present some challenges, including:

- It can be hard to get involved because it is big and overwhelming.
- It can be difficult to reach leadership positions, the bylaws make it challenging to break out of a Section to get to the HOD and then to the EC.
- The information is not localized enough, in a state with 62 counties and potentially 62 different local practices.

Another challenge is our demographic representation – there are five generations of lawyers in the Association. The membership needs of each generation differ.

To improve promoting our value to members, the Committee recommended several activities, including in relevant part:

- District Vice Presidents can help promote NYSBA events.
- The Sections and their District Reps can plan and hold events in each District with a goal of having events on a monthly/quarterly basis.
- Improve online user experience to provide easier access to membership benefits.

Member Perspective – Strong Brand and Benefits but number of Members continues to decline.

The Committee reviewed our membership data and the result of membership surveys completed in 2011 (included in the 2011 Strategic Planning Briefing), 2021 and 2022 (the most recent set of data) and pertinent years of financial reports. Key data points include:

- In 2009 our total revenue was $23.5M; in 2023 it was $19.2M.
- In 2011 when we adopted the strategic plan, our total number of members was 77,736; in 2023, our total number is now 56,451.
- From 2012 to 2023, total Association revenue from dues declined from $13M in 2012 to $9.8M in 2023.
- In 2011, dues revenue was 50% of our total revenue; today it is 51%.
- Membership Satisfaction survey data in 2022 shows the majority (62%) rated their overall experience as an Association member as valuable. The survey participants skewed to more experienced lawyers: 71% of those surveyed were lawyers with 21+ of experience while those with less than 10 years experience were 9%.
- Membership Survey data in 2022 showed that the reasons members did not renew were: (1) I am no longer a practicing attorney (28.5% v. 14.4% in 2021), (2) financial constraints (19.7% v. 32.9% in 2021), (3) I did not see the value (18.2%. V. 12.9% in 2021) and I disagreed with some of NYSBA's views (14.4% v. 23.9% in 2021).
- An MCI survey conducted of international lawyers in 2018 showed opportunities to expand our international lawyer membership. These lawyers want to be members of the Association for "prestige, credibility and career development. MCI recommended "a deliberate and focused strategy toward proactive engagement of the international community and building relationships."

The Committee also conducted focus groups at the end of 2023. The groups consisted of a combination of veteran, new and former members of the Association. They were asked what value or benefit they saw in Association membership, to provide feedback on the mission and vision, CLEs, and, finally, thoughts about the Association's leadership pipeline.[4]

In answer to the first question, some of the key responses provided were:

- Joined because I was friends with leaders at that time.
- When I graduated from law school, you automatically joined the State Bar.
- Before the internet, bar membership was the space to meet other attorneys and create a network to support the practice.
- It is important for individual lawyers to realize they are part of a bigger organization.
- The services available to them/State Bar offers services that are not available through affinity or county bars.
- Opportunity to network/see/work with/socialize with very accomplished/smart members of the profession (recurring response).

The response concerning the mission and vision is discussed under recommendations.

In response to feedback about CLEs, the majority of the focus group participants said they do not use that member benefit; The main reason was that they obtained CLEs from other organizations.

Finally, feedback concerning the leadership pipeline reflect the membership committee's comment about difficulty in becoming leaders in the Association:

- Without a mentor or someone to make the "introductions" it is challenging to get into the State Bar leadership pipeline.
- Solo practice attorneys struggle with having the time to engage in State Bar leadership even if they are able to have the "introduction."
- Why is committee service in the State Bar not more open and voluntary like other bars?
- My mentor has been instrumental in the leadership opportunities I have with NYSBA.

In his 2019 presentation, Past President Greenberg quoted, Wayne Gretzky, "I skate to where the puck is going to be, not where it has been." With the assessment completed, the Committee then focused on the future and the key areas that would drive the Association's long-term success.

[4] Feedback was also provided on the new membership model. The question was asked to provide feedback to the membership committee.

Recommendations

The Committee has two succinct recommendations.

Recommendation #1: Adopt a three-year Strategic Plan that (a) updates the Association's mission, vision and values; and (b) focuses on increasing membership, enhancing our decision-making processes and builds a strong business model to increase revenues as strategic objectives with several strategic goals to achieve the objectives.

The Committee's assessment identified several areas that the Association could focus on its strategic plan. The Committee chose the areas that would strengthen our brand, enhance our operations, address member concerns and ensure continued financial sustainability.

Strengthening our Brand: NYSBA the Leader of the Legal Profession

Although members can find different ways to engage with the Association, the Association should be clear about its brand. The brand defines who we are, what is important to us, and how we achieve what is important to us. The three items that broadcast and showcase our brand are a mission, vision and value statement.

Mission Statement: This statement states what the Association does, who it serves, and its objectives.

The New York State Bar Association will continue to be the leading voice for the legal profession by advancing the professional success of our members, equal access to justice, and the rule of law.[5]

Vision Statement: This statement describes who the Association wants to be in the future.

The New York State Bar Association engages and educates its members, shapes the development of law, responds to the demands of our diverse and ever-changing legal profession and the public we serve, and advocates for legislation, equal access to justice, and the rule of law.[6]

Values: These adjectives state how one would describe the Association and its members.

- Competent
- Knowledgeable
- Informed

[5] The focus group feedback on the mission statement can be found via this link.
[6] The focus group feedback on the vision statement can be found via this link.

- Responsive
- Civil
- Advocates

Strategic Objectives: Membership, Improved Operations, Financial Sustainability

Strategic Objectives #1: Increase NYSBA Membership by 3% annually. Why? Membership is a key component of our mission as well as the main revenue driver for the Association.

Strategic Goals: The five goals to achieve this strategic objective focus on membership growth areas (international, law students, 50+, law firms/corporations), improving membership satisfaction (focusing on advancing the subscription model, enhancing communications, member benefits and CLE programming) and enhancing our technology capabilities.

1. Focus recruitment efforts on international, law students and 50+ membership categories
2. Create and promote Enterprise Model for law firm/corporations.
3. Use the subscription model to demonstrate our value proposition
4. Increase membership satisfaction by focusing on three areas: (a) communications; (b) refreshed benefits; and (c) optimized CLE programming
5. Review and integrate new technology capabilities in an effort to enhance what we currently have (e.g. website, podcasts, Web3, an app)

Strategic Objective #2: Better decision-making to best use volunteer leaders' and staff's time. Why? Changes in the New York Not-for-Profit Law[7] necessitate the Association evaluating its operations and structure. In addition, volunteer leaders and staff are seeking more collaborative and efficient ways of doing the work of the bar.

Strategic Goals: These goals were recommendations from the leaders of the By-Laws (1 + 2) and Committee on Committees (3 + 4).

1. Amend Association By-laws to enhance compliance with NYS not-for-profit law
2. Revise Association policies and procedures to support amended By-Laws
3. Create and align staff and volunteer leader to roles and responsibility descriptions
4. Volunteer leaders will develop section/committee goals and objectives each year to better align staff resources.

Strategic Objective #3: Build a business model that funds the better funds Association operations, including diverse revenue streams. Why? Membership dues constitute 51% of the Association's revenues. CLEs constitute 13% of revenue. The Finance Committee stated clearly the Association must increase revenue because we cannot reduce expenses further.

[7] New York Not-For-Profit Corporation Law Article 7 - DIRECTORS AND OFFICERS describes the governing body of a not-for-profit corporation.

Strategic Goals: These strategic goals seek to expand our business model to diversify our revenue streams to (1) include additional partners to provide member benefits, (2) develop more sponsors to generate more revenue from the Annual Meeting and (3) obtain more funding from foundations and other grant providing organizations.

1. Add eight New Member Benefit Partners
2. Increase sponsorship revenue to be 20% of Meeting sponsorship.
3. Increase revenue from grant submissions by 10%.

Recommendation #2: Executive Committee will be responsible for implementing in three years the Strategic Plan with the support of Staff.

"In real life, strategy is actually very straightforward. You pick a general direction and implement like hell." — Jack Welch, former CEO of General Electric

The fourth step in strategic planning is implementation. Once the strategic plan is adopted, the organization needs to implement it. The Strategic Planning Committee recommends that the Association's Executive Committee be responsible for the implementation. This effort involves working with volunteer leaders, Association sections and committees as well as staff to develop the key activities and timing of the activities to execute the plan over three years.

The Executive Committee should also ensure that the fifth and final step - Evaluation and Monitoring - is done. This step involves evaluating the effectiveness of the adopted strategic objectives, holding those accountable for their implementation tasks and monitoring progress towards achieving the strategic goals and objectives.

Conclusion

"Strategy is, at some level, the ability to predict what is going to happen, but it is also about understanding the context in which it is being formulated. And then you have to be open-minded to the fact that you are not going to get it right at the very beginning." Martin Dempsey

After two years of work, the Committee has developed and recommended a strategic plan with specific, measurable, achievable, relevant, and time-bound goals and objectives. The Committee believes these goals and objectives will provide direction, motivation, and a framework for planning, decision-making, and performance evaluation in the near and distant future. The Committee also recognizes that some of these goals may be expanded on or re-evaluated after the initial rollout depending on any organizational changes or unknown priorities that may have yet to be discovered at this time.

"Over its almost 150-year history," Past President Scott Karson observed in a May 4, 2021 article entitled, "A Vision for the Future of NYSBA", "NYSBA has frequently adapted to meet the needs of its members, the legal profession and the public. Time and again, we have expanded operations and broadened our outlook, as dictated by the needs of the day.” The needs of **today** now dictate that the Association must adopt a new strategic plan to (1) align our activities to the current and emerging needs of our members, (2) sets us on the path to take advantage of additional revenue streams to ensure continued financial sustainability, and (3) enhances how we lead the legal profession to address the novel and complicated legal issues we now face.

Thank you to all of the committees who provided feedback during the strategic planning process, as well as Ramona Hill and the rest of the team at Parliamentary Associates for their dedicated work with the Strategic Planning Committee.

Task Force – Building Trust through Justice Archive Initiative

Executive Summary

The Bar Association proposes the creation of a comprehensive Digital Archive Initiative in celebration of its 150th anniversary. This initiative will preserve, digitize, and activate the Association's historical materials and institutional knowledge. The project will culminate in April 2027 with a sustainable archival strategy and accessible digital platform.

Background and Rationale

For 150 years, the Association has played a critical role in advancing the rule of law and promoting justice. However, much of its history remains dispersed across physical and digital formats. This initiative seeks to safeguard these materials while making them accessible and relevant to modern audiences.

Mission Statement

The Digital Archive Initiative will preserve, illuminate, and activate the Association's legacy by creating a dynamic, technology-enabled repository accessible to members, policymakers, researchers, and the public.

Objectives

• Digitize historical records, photographs, and reports

• Collect oral histories and member stories – incorporating into January Annual Meeting

• Enable access for members, legislators, researchers, and the public

• Utilize AI tools for search, tagging, and content discovery

• Establish long-term governance and preservation practices

Scope of Work

The initiative will include inventorying existing materials, digitization, metadata development, platform selection, AI integration, policy development, and final recommendations for long-term sustainability.

Technology and Innovation

The project will evaluate and implement modern archival technologies, including AI-powered tools such as optical character recognition, natural language search, and automated tagging systems. Vendor partnerships will be explored to ensure scalability and security.

Timeline

May 2026: Planning and governance

June–August 2026: Collection and digitization

September–November 2026: Technology selection and prototype

December 2026–January 2027: Access and user experience

February–April 2027: Final report and submit to EC/HOD

Deliverables

• Digital archive prototype/platform

• Final strategic report

• Technology and vendor recommendations

• Sustainability and governance plan

Governance

A steering committee will oversee the initiative, ensuring compliance with legal, ethical, and privacy standards. Policies on access, copyright, and data management will be established.

Members:

1. Co-chairs: Michael Markowitz and Dorian Glover
2. Members
    a. Adriene Holder
    b. Brian Kerr
    c. Christopher Picoh
    d. Robert Brown
    e. Jane Bello Burke

Conclusion

This initiative represents a transformative opportunity to preserve the Association's history while making it accessible and impactful for future generations. It will strengthen engagement, inform policy, and reinforce the Association's leadership role in advancing justice.

Task Force to Engage In-House Counsel: Outline of Initiative

1. Mission Statement

The In-House Counsel Engagement Task Force is dedicated to understanding the unique professional needs and barriers faced by in-house attorneys, and to developing targeted programming, resources, and community-building initiatives that make bar association membership meaningful, relevant, and valuable for corporate counsel at every stage of their careers

2. Why In-House Attorneys Often Aren't Active

A task force should begin with these commonly observed barriers:

1. Perceived lack of relevance

- Programming is litigation- or law firm–centric
- Limited focus on business, compliance, risk, or executive leadership topics

2. Time constraints and workload structure

- In-house lawyers are embedded in business operations and have less control over schedules
- Travel and multi-hour events are harder to justify internally

3. Employer restrictions / budget issues

- Dues, sponsorships, and travel often require approval
- Some companies limit outside affiliations or speaking roles

4. Weak peer network within the bar

- In-house counsel may not see a critical mass of peers
- Networking events skew toward firms seeking business

5. Limited leadership pathways

- Leadership roles often dominated by law firm attorneys
- In-house counsel may not see a clear path to influence

6. Misaligned value proposition

- CLE offerings may not match in-house needs (e.g., less emphasis on litigation credits)
- In-house attorneys often get CLE through corporate providers,
-
- reducing the bar's value proposition
- Lack of benchmarking, practical tools, or industry-specific insights

7. Cultural perception

- Bars sometimes perceived as "firm-centric" or business development oriented
- In-house counsel may prioritize organizations like ACC (Association of Corporate Counsel)

3. Objectives

A. Diagnostic & Research

- Conduct a structured needs assessment of in-house counsel
- Analyze current membership data (participation, retention, leadership roles)
- Benchmark against peer organizations (e.g., affinity groups, corporate counsel associations)

B. Value Proposition Redesign

- Define a clear, differentiated value proposition for in-house attorneys
- Identify programming gaps (substantive, networking, leadership)

C. Programming Development

- Design targeted CLE and non-CLE programming relevant to in-house roles:
    - Compliance, governance, ESG, AI, risk management
    - Leadership and business integration skills
- Develop flexible formats (short sessions, virtual, on-demand)

D. Structural Integration

- Recommend pathways for in-house counsel to:
    - Serve in leadership roles
    - Join key committees and sections
- Evaluate whether a dedicated In-House Counsel Section or Council is needed

E. Employer Engagement Strategy

- Develop outreach to legal departments and general counsel
- Create "institutional membership" or group pricing models
- Position participation as professional development for corporate employers

F. Community & Networking

- Build intentional peer networks for in-house counsel
- Create curated events that minimize law firm business development pressure

G. Pilot Programs & Metrics

- Launch pilot initiatives and track:
    - Attendance
    - Conversion to membership
    - Leadership participation
    - Satisfaction scores

3. Task Force Composition

- Chair: Vivian Wesson, EVP, Corporate Secretary & General Counsel – The Board of Pensions
- Members:
    - Susan Harper, former in-house attorney Bates Group
    - Ralph Carter, Senior Counsel, Litigation & Cybersecurity Legal - Workday
    - Ignatius Grande, former in-house attorney BRG
    - Mishka Woodley, Senior Counsel, The State University of New York
    - Glinnesa Gailliard, General Counsel, New York State Technology Enterprise Corporation
    - Maryann Stallone – partner at Tannebaum Helpern & ComFed Section (as of June 1)

4. Deliverables

1. Interim Findings Report (barriers + survey results)
2. Strategic Recommendations Report (programming, structure, pricing)
3. Pilot Program Plan
4. Final Report with Implementation Roadmap (by January 2027)

5. Timeline (April 2026 – January 2027)

Phase 1: Scoping Work (April – May 2026)

Phase 2: Research & Listening (June – August 2026)

- Appoint members and chair
- Define scope and success metrics
- Develop survey and interview framework
- Conduct surveys and 1:1 interviews with in-house counsel

- Host 2–3 listening sessions (virtual/in-person)
- Analyze membership and participation data

Phase 3: Analysis & Strategy Development (September – October 2026)

- Identify key barriers and opportunity areas
- Develop programming and structural recommendations
- Engage stakeholders for feedback

Phase 4: Pilot Design & Early Implementation (November – December 2026)

- Launch 2–3 pilot programs (e.g., roundtables, CLE series)
- Test new engagement formats and pricing models

Phase 5: Final Report & Recommendations (January 2027)

- Deliver comprehensive report with:
    - Findings
    - Recommended initiatives
    - Budget considerations
    - Implementation roadmap (2027–2028)

6. Success Metrics

- Increase in in-house membership (baseline vs. January 2027)
- Attendance at targeted programs
- Number of in-house attorneys in leadership roles
- Satisfaction scores from surveys
- Employer participation (institutional memberships or sponsorships)

7. Early "Quick Wins" (Optional but Recommended)

- Host a General Counsel Roundtable Series
- Offer complimentary or discounted pilot membership for in-house counsel
- Create a dedicated communication channel (newsletter or listserv)
- Feature in-house counsel prominently as speakers and authors

Education Committee

Committee Description

The Education Committee of the bar association is dedicated to supporting attorneys who practice education law. The committee provides a professional community for lawyers representing school districts, colleges, and municipalities in legal matters including municipal law, education law, public sector labor law, employment law, and corporate counsel responsibilities. Members also advocate for public sector unions and employees, participate in hundreds of special education administrative hearings and student disciplinary proceedings, and represent organizations such as the New York State School Boards Association and its membership in both direct and *amicus curiae* litigation. The committee addresses a broad spectrum of legal issues, such as tenure and seniority rights of school employees, special education, the constitutional separation of church and state as it relates to public schools, and the legal authority of school boards.

Mission Statement

The mission of the Education Committee is to foster collaboration, support, and professional development among attorneys practicing education law. The committee aims to advance equitable and effective legal practices in education, advocate for the rights and interests of educational institutions, employees, and students, and promote thoughtful analysis of the legal issues impacting public education. Through ongoing study, discussion, and advocacy, the committee seeks to improve outcomes for all children in public schools, address disproportionality, and ensure that education law practitioners are equipped to respond to evolving legal challenges facing New York's schools and communities.

The committee will also follow-up on the recommendations from the Task Force of Racism, Social Equity and the Law to study and comment on measures to address disproportionality and make sustainable and lasting improvements to the outcomes for all children in the public education system, including:

- The Task Force recommends that the future Education Task Force or Committee study the lack of adequate internet and appropriate internet device that approximately 726,000 students in NYS experience[401] and support the passage of legislation that requires every NYS public school to provide each student with an internet ready age-appropriate device and high-quality internet access.[402] This requirement would be appropriately funded by the State. Additionally, the Task Force recommends the future Education Task Force or Committee support the implementation of the programs and objectives developed by the gubernatorial

Reimagine New York Commission to address universal internet connectivity highlighted in the Comptroller's report.

- The Task Force recommends the future Education Task Force or Committee advocate for the expansion of the Teacher Opportunity Corps, which provides teacher assistants and aides in the Buffalo City School District, the majority of whom are people of color, with funding to cover tuition, books, and vouchers for state certification exams in order to bridge from teacher assistant or aide to teacher. A 2017 John Hopkins University study found that low-income Black students who have at least one Black teacher in elementary school are at least 29% more likely to graduate from high school.[404]This program should be expanded to other districts in New York State.
- The Task Force recommends that the future Education Task Force or Committee advocate for the use of the Regents' Culturally Responsive-Sustaining Education Framework be required in all NYS school districts. The Regents used the word "urgent" to describe how critical promoting equitable opportunities that help all children thrive is; we agree.
- The Task Force recommends that the future Education Task Force or Committee study and advocate for the Board of Regents and NYSED to promulgate regulations requiring school districts to ensure time is available during the school day for healing centered practices. By providing students with safe, stable, nurturing relationships, the school community can play an important role in helping students heal from exposure to trauma/ACEs.

Committee members include: (members are still being confirmed)

- Nelson Mar – co-chair, Senior Staff Attorney, Legal Services of New York City
- Claire Sellers - co-chair, Partner, Hayes Dolce LLP
- John Gross - co-chair, Of Counsel Guercio & Guercio, LLPs
- Mishka Woodley – Senior Counsel, The State University of New York

Corporate Governance Committee

Mission statement: The Corporate Governance Committee is responsible for promoting sound governance practices that ensure the bar association's integrity, accountability, and effectiveness. The Committee leads ongoing evaluation of the association's governing documents, board structures, and leadership practices to align with legal, ethical, and best-practice standards for not-for-profit organizations. By supporting transparency, fiduciary oversight, and strategic governance development, the Committee helps the organization fulfill its mission and sustain member trust.

Why This Committee Is Important

- Ensures consistent adherence to nonprofit governance laws, state regulations, and IRS compliance requirements applicable to 501(c)(6) organizations.
- Strengthens board effectiveness by overseeing governance policies, bylaws, and board evaluation processes to maintain a high standard of fiduciary responsibility.
- Enhances transparency and accountability by reviewing conflicts of interest, ethics policies, and governance disclosures.
- Supports leadership continuity through succession planning, board orientation, and recruitment best practices.
- Promotes risk-aware decision-making by coordinating with the Audit Committee and staff leadership on matters of governance, oversight, and internal controls.

Committee members: The list of people by role who should be on it is below. It would be a team of 15.

- Two chairs – Adrienne Koch and Mike deFreitas
- Chair of the by-laws committee – Tim Fennell
- Chair of the finance committee – Jackie Drohan
- Two members that advise not-for-profit organizations – Tom Richards/Scott DeLuca
- President-elect – Michelle Wildgrube
- Secretary – Tom Maroney
- Treasurer – Susan Harper
- 2 siting or past section chairs – TBD; Christopher Riano
- 2 past president – Glenn Lau-Kee; Seymour James
- Chair of committee on committees – Don Doerr
- 2 members with compliance experience – Jalese Kovachev; TBD

NYSBA

THE BYLAWS OF THE NEW YORK STATE BAR ASSOCIATION

As Amended at the Annual Meeting of the
New York State Bar Association
January 19, 2024

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ENABLING ACT

LAWS OF NEW YORK—1877

CHAPTER 210

"AN ACT to incorporate the New York State Bar Association.''

Passed May 2, 1877.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. The members of the voluntary association, which was formed in the City of Albany, November twenty-first, eighteen hundred and seventy-six, under the name of the New York State Bar Association, of which association John K. Porter, of the first judicial district is president; and Charles W. Sanford, of the first judicial district; John J. Armstrong, of the second judicial district; Samuel Hand, of the third judicial district; Platt Potter, of the fourth judicial district; William Ruger, of the fifth judicial district; Horatio Ballard, of the sixth judicial district; James L. Angle, of the seventh judicial district, and Myron H. Peck, of the eighth judicial district, are vice-presidents, and of which the judges of the United States Courts, residing in this State, the judges of the Court of Appeals, and justices of the Supreme Court of this State are honorary members, and all persons who shall hereafter be associated with them are hereby created a body corporate, under the name of the "New York State Bar Association.'' And the said association is formed to cultivate the science of jurisprudence, to promote reform in the law, to facilitate the administration of justice, to elevate the standard of integrity, honor and courtesy in the legal profession, and to cherish the spirit of brotherhood among the members thereof.

Section 2. Said corporation shall have power to acquire by lease or purchase, suitable buildings, library and furniture for the use of the corporation; to borrow money for such purposes and issue bonds therefore, and to secure the same by mortgage, and generally to acquire and take by purchase, gift, devise, bequest, subject to the provisions of law relating to devises and bequests by last will and testament or otherwise, and to hold, transfer and convey all or any such real and personal property as may be necessary for attaining the objects, and carrying into effect the purpose of such corporation.

Section 3. The constitution, bylaws, rules and regulations originally adopted by said voluntary association shall be the constitution, bylaws, rules and regulations of the corporation hereby created, which shall have power from time to time to alter, modify and change the same; and the members of the executive committee of said association shall be the first trustees of the corporation hereby created, and continue to be such trustees until others are elected in their places as prescribed by said constitution and bylaws, and the several officers and committees of said association shall be the officers and committees of the corporation hereby created with the powers and duties prescribed by said constitution and bylaws, rules and regulations, until their successors shall be similarly duly elected and installed.

Section 4. All property, rights and interests of the said association now held by any or either of the officers thereof, or by any person or persons for its use and benefit shall, by virtue of this act, vest in and become the property of the corporation hereby created, subject to the payment of the debts of said association, if any; all interest of any member of said association, and of the corporation hereby created, in such property, shall terminate and vest in the corporation upon his ceasing to be a member thereof.

Section 5. This corporation shall possess the powers and be subject to the liabilities prescribed by the third title of the eighteenth chapter of the first part of the Revised Statutes. This corporation shall deposit a copy of its charter, constitution and bylaws, and of each of its annual reports, in the State Library at Albany, and each of the libraries provided for the use of the justices of the Supreme Court in the several counties of the State. It shall be the duty of every local bar association to deposit with the New York State Bar Association, a copy of its act or certificate of incorporation, or its articles of association, and its constitution and bylaws and its annual report.

Section 6. This act shall take effect immediately.

THE BYLAWS OF THE NEW YORK STATE BAR ASSOCIATION

I. NAME

The name of this Association shall be "New York State Bar Association."

II. PURPOSES

Section 1. The purposes of the Association are to cultivate the science of jurisprudence; to promote reform in the law; to facilitate the administration of justice; to elevate the standard of integrity, honor, professional skill and courtesy in the legal profession; to cherish and foster a spirit of collegiality among the members of the Association; to apply its knowledge and experience in the field of the law to promote the public good; to promote and correlate the same and similar objectives in and among the Bar organizations in the State of New York in the interest of the legal profession and of the public and to uphold and defend the Constitution of the United States and the Constitution of the State of New York.

Section 2. The Association holds an unwavering and longstanding commitment to diversity within its membership and leadership ranks based upon its firm belief that diversity, equity, and inclusion must be fostered within the legal community and in society at large. The Association is made stronger and more capable of implementing positive change through the law when its membership reflects the diversity of the individuals and communities served by the legal profession. Accordingly, the Association will promote and advance the full and equal participation of diverse attorneys in the profession and the Association, including diversity based on gender, race, color, ethnic origin, national origin, religion, sexual orientation, gender identity and expression, age, and disability.

III. MEMBERS AND AFFILIATES

Section 1. Membership. There shall be five classes of membership in the Association: Active, Associate, Honorary, Sustaining and Law Student, and the members shall be divided among such classes according to their eligibility.

A. Active Members. Any member of the legal profession in good standing admitted to practice in the State of New York may become an Active member by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the annual dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all responsibilities of membership.

B. Associate Members. Any member of the legal profession in good standing admitted to practice in any state, territory or possession of the United States or another country but not in New York may become an Associate member by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the annual dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all of the responsibilities of membership, with the exception of being an officer of the Association, being a member of the House of Delegates or Executive Committee, or serving as a Section Chair; provided, however, that upon the request of a Section Executive Committee and with the consent of the Association Executive Committee, an Associate member may serve as a Section Chair.

C. Honorary Members. Honorary members may be elected by the Association.

D. Law Student Members.

1. Any law student in good standing, if not otherwise eligible for membership in this Association, may become a Law Student member by written application to the Executive Director, endorsed as to the applicant's good standing as above prescribed on behalf of the applicant's law school, and by payment of the annual dues of the current year, provided that the law school is an approved law school under the Rules of the Court of Appeals. A Law Student member shall cease to be such at: (a) the end of the eighteenth month after graduation; (b) the end of the eighteenth month after the end of service in the Armed Forces of the United States or in any statutory substitute for such service, provided that the individual shall be eligible to continue as a Law Student member if the individual again becomes a law student and meets all qualifications for becoming a Law Student member; (c) such time as the individual becomes eligible for membership in the Association as an Active or Associate member; or (d) such time as the law student ceases to be enrolled in good standing in an approved law school and does not continue to qualify as a Law Student member under (a) or (b) above. A Law Student member shall be exempt from dues while in service of the Armed Forces of the United States or in any statutory substitute for such service.

2. A Law Student member shall have all the powers and privileges of an Active member of the Association except those of voting, being an officer of the Association, serving as a member of the Executive Committee or House of Delegates, or serving as Chair of a Section or Committee.

3. A Law Student member may become an Active or Associate member of the Association, as the case may be, without further application upon notice to the Association of admission to the bar of any state, territory or possession of the United States or another country within nine months after graduation from law school (exclusive of time spent in the Armed Forces of the United States or in any statutory substitute for such service) accompanied by payment of the annual dues for the current year.

E. Sustaining Membership. The House of Delegates shall have the power to establish Sustaining memberships in the Association and to fix from time to time the amount of dues therefor. Sustaining membership shall be available to such members of any class as are willing, for the support of the general work of the Association, to pay such amount as annual dues in any year, in lieu of the dues prescribed pursuant to Section 3 of this Article. A member who elects to be a Sustaining member in any year shall not be obligated thereby to continue as such in any subsequent year. Sustaining members shall have the same rights and privileges as pertain to the class of which they are a member. Subject to the provisions of this Article, the House of Delegates shall have power to make appropriate regulations as to such Sustaining membership and the collection of sustaining dues therefrom.

Section 2. Non-attorney Affiliates.

A. Any person:

1. holding a law degree but not admitted to practice in any state, territory or possession of the United States or another country who is employed by a law school approved under the rules of the Court of Appeals or who is employed by a bar association, or

2. who is not admitted to practice in any state, territory or possession of the United States or another country and is a legal assistant or paralegal, qualified by education, training or work experience, who is employed by an attorney, law office, corporation, governmental agency or other entity, and who performs specifically delegated substantive legal work for which an attorney is responsible,

may become a Non-attorney Affiliate of the Association by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the annual dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all of the responsibilities as if such person were a member, except those of voting, being an officer of the Association, being a member of the House of Delegates or Executive Committee, or being Chair of a Section or Committee. Non-attorney Affiliates are not entitled to hold themselves out as members and their status as Non-attorney Affiliate does not authorize them to practice law unless they otherwise have standing to do so.

Section 3. Dues. The annual dues of all members shall be in such amounts as may be fixed and determined from time to time by the House of Delegates. All such dues shall be payable at the beginning of their membership and on each subsequent anniversary of their membership in the Association. The Finance Committee shall have the power to suspend the accrual and payment of the dues of any member during the term of such member's service with the Armed Forces of the United States; and to waive, in whole or in part, the dues of any member or former member of the Association that may be in arrears or may thereafter become payable, or both.

Section 4. Assessments. The House of Delegates shall have the power to levy assessments in such annual amount and for such number of years as it shall determine on all classes of members alike, or in different amounts or proportions for different classes of members. All such assessments shall become payable at such time during the year as the House of Delegates may determine upon at least thirty days' notice to the members. The House of Delegates upon recommendation of the Executive Committee and the Finance Committee shall have the power to prorate the assessment for the current year of those who become members during the year; to suspend the accrual and payment of the assessment of any member during the term of such member's service with the Armed Forces of the United States; and to waive, in whole or in part, the assessment of any member or former member of the Association that may be in arrears or may thereafter become payable, or both.

Section 5. Restriction of Membership. No person who advocates the overthrow of the government of the United States, or of any state, territory, or possession thereof, or of any political subdivision therein, by force or other illegal means, shall be a member of the Association.

Section 6. Termination of Membership.

A. If any member fails to pay annual dues within the period designated by the Association for payment of dues, it shall be the duty of the Treasurer to send a notice to the member stating that unless said dues are paid the member shall cease to be a member of the Association. If the dues are not paid by the member within 30 days of the date of the Treasurer's notice, the member's membership shall thereupon terminate.

B. If any member fails to pay any assessment within the period designated by the Association for the period of such assessment, it shall be the duty of the Treasurer to send a notice to the member stating that unless said assessment is paid, the member shall cease to be a member of the Association. If the assessment is not paid by the member within 30 days of the date of the Treasurer's notice, the member's membership shall thereupon terminate.

C. The House of Delegates may suspend or expel any member for misconduct in the member's relations to the Association, or to the profession, upon the recommendation of the Committee on Professional Discipline after a hearing held by that committee upon reasonable notice to such member to appear and present a defense. Any member suspended or expelled from membership under the terms of this paragraph may be reinstated as a member only by vote of the House of Delegates.

D. Any member shall automatically be removed from membership in the event of a final court order of disbarment or suspension of the member from the practice of law in New York State. Any member suspended or expelled from membership under terms of this paragraph may not be reinstated to any class of membership until the end of such suspension or upon their readmission to practice law in New York.

E. Any member may resign from membership in the Association by submitting a resignation in writing to the Executive Director or Secretary of the Association, without any adjustment of dues. The resignation shall be effective upon receipt by the Executive Director or Secretary.

F. All interest in the property of the Association of persons ceasing to be members by expulsion, resignation or otherwise shall thereupon vest absolutely in the Association.

IV. OFFICERS

The officers of the Association shall be a President, a President-Elect, a Vice-President for each judicial district with the exception of the First Judicial District which shall have two Vice-Presidents, a Secretary, a Treasurer and such additional offices as may be established from time to time by the House of Delegates. A nominee for President-Elect of the Association must be a member of the House of Delegates or have served as a member of the House of Delegates within five years preceding the time of such nomination. All officers of the Association shall be active members of the Association.

Section 1. President.

A. The President shall be the chief executive officer of the Association.

B. The President shall preside at all meetings of the Executive Committee and of the Association and, in the absence of the President-Elect, shall preside at meetings of the House of Delegates.

C. The President is authorized to represent this Association in any effort not inconsistent with these Bylaws to bring about closer cooperation between this Association and the American Bar Association and other bar associations, and for that purpose to appoint any committees that may be deemed desirable for such general purpose.

D. Except as otherwise provided in these Bylaws, the President shall be an ex officio member of all committees without the power to vote unless already a member of such committee.

Section 2. President-Elect.

A. The President-Elect shall chair the House of Delegates.

B. The President-Elect shall assist the President in meeting with representatives of local bar associations and in overseeing the effective functioning of sections and committees. The President-Elect shall also perform such other duties as shall be assigned by the President or by the House of Delegates.

C. Except as otherwise provided in these Bylaws, the President-Elect shall be an ex officio member of all standing committees and special committees without the power to vote unless already a member of such committee.

D. The President-Elect shall automatically become President on June 1st of the year following the year of election.

Section 3. Vice-Presidents.

A. There shall be one Vice-President from each judicial district with the exception of the First Judicial District which shall have two Vice-Presidents.

B. It shall be the duty of the Vice-Presidents to promote cooperation between this Association and the local associations in their respective judicial districts and with any federation embracing all or part of their districts; and by visitation or otherwise to stimulate activities therein in harmony with the current work of this Association. The elected members of the House of Delegates for each judicial district shall collaborate with the Vice-Presidents under their direction in promoting cooperation with such local associations or federations.

C. The Vice-Presidents of the Association shall be responsible for the maintenance of good relationships between the Association and the members of the bar residing or practicing in their respective judicial districts and shall represent the President within their respective districts during the President's absence therefrom. Each such Vice-President shall visit the various local bar associations within the judicial district and federations of such bar associations on frequent appropriate occasions, shall arrange meetings for the President with representatives of such local bar associations within the Vice-President's judicial district, and shall perform such other acts within the judicial district on behalf of the President as the President shall specifically require.

D. In the absence of the President and the President-Elect from a meeting of the Association, House of Delegates or Executive Committee, the Vice-President with seniority of membership shall preside at such meeting during such absence. In the absence of the President and the President-Elect and all Vice-Presidents, the senior member of the House of Delegates shall preside over meetings of the House; the senior member of the Executive Committee shall preside over meetings of the Committee and the senior member of the Association shall preside over meetings of the Association. For the purposes of this paragraph "senior member'' shall mean the member with the greatest number of years of membership in the Association.

Section 4. Secretary. It shall be the duty of the Secretary to:

A. Keep a record of the proceedings of the Association, and of such other matters as may be directed by the Association to be placed on its files or record;

B. Keep an accurate roll of officers and members;

C. Notify officers and members of committees of their election or appointment;

D. Issue notices of all meetings, with a brief note in case of special meetings of the object for which they are called;

E. Furnish the Treasurer with the names of persons who have become members;

F. Keep the seal of the Association;

G. Maintain a list of the Association's standing committees, special committees and sections together with the statement of their powers and duties as such powers and duties may, from time to time, be amended by resolution of the House of Delegates or in such other manner as may be permitted herein;

H. Maintain such membership records and information as may be directed by the House of Delegates or the Executive Committee.

Section 5. Treasurer. It shall be the duty of the Treasurer to:

A. Collect, and under direction of the House of Delegates, disburse the funds of the Association;

B. Keep regular accounts in books of the Association, which accounts shall be open to inspection by any member of the Executive Committee;

C. Report, in writing, at each stated meeting of the Association, and to the House of Delegates as and when required by them, the financial condition of the Association. The Treasurer's annual report for the fiscal year shall be presented at a stated meeting of the House of Delegates occurring within six months of the close of that fiscal year, and shall exhibit an audited statement of receipts and expenditures, of outstanding obligations and appropriations, and also an estimate of resources and expenditures for the ensuing year. The Treasurer's accounts shall at all times be subject to examination and audit by the House of Delegates and by the Association, or by a special committee appointed for that purpose;

D. Make available, upon the written request of any member of the Association, a copy of the Treasurer's annual report.

Section 6. Additional Officers. The House of Delegates may establish such offices as it shall from time to time determine, and may appoint the initial occupant of each such office. Successors shall be elected annually by the House of Delegates as set forth in Article XI. The terms of office of such officers and their powers and duties, which shall be consistent with the powers and duties of any elected officers they are to assist, shall be set forth in the appointing resolution.

Section 7. Death, Disability or Resignation. In the event of the death, resignation or total disability of the President, the President-Elect shall automatically succeed to the office of President for the unexpired term and the term next following. In the event of the death, resignation or total disability of the President-Elect, or in the event the President-Elect succeeds to the presidency as provided in this section, the President shall serve as Acting Chair of the House of Delegates until the vacancy in the office of President-Elect shall be filled by election of the House of Delegates following nomination of a candidate by the Nominating Committee. In advance of making such nomination, the Nominating Committee shall give appropriate notice of the vacancy and of the House of Delegates meeting at which the election is to be held. The Nominating Committee shall file its report of a nominee with the Secretary at least 30 days in advance of the House of Delegates meeting at which the election is to be held, and the report shall be open to inspection by any member of the Association. Any 50 members of the Association may also nominate candidates for President-Elect by filing a petition signed by such members with the Secretary not later than ten days before the meeting at which the election is to take place. Nominations not made by the Nominating Committee or the membership in the manner prescribed shall not be considered or voted upon. The determination of total disability of the President or President-Elect shall be made by the House of Delegates and its decision thereon shall be final. Except as provided in Article V, Section 3(L), a vacancy in any other office shall be filled by appointment of the House of Delegates.

V. HOUSE OF DELEGATES

Section 1. Duties. The members of the House of Delegates shall be the Trustees of the Association, and shall have the duty, power and authority to:

A. Control and manage the business and affairs of the Association and to determine the policy of the Association subject to referendum pursuant to the provisions of section 2 of this Article;

B. Supervise, direct and control the officers, Executive Committee, sections, committees, and, through the Executive Committee, employees of the Association;

C. Exercise all the powers necessary or incidental to the control and administration of the business and offices of the Association and to the determination of its policies and recommendations.

Section 2. Policy Referendum. The House of Delegates may, at any time, by a two-thirds vote of its entire membership, refer and submit to the members of the Association defined questions affecting the policy or actions of the Association which, in the opinion of the House of Delegates, are of significant and practical consequence to the legal profession and the public. The result of a referendum, when duly ascertained by such a vote, shall be binding on the House of Delegates and shall control the action of the Association, its officers, sections, committees and employees.

Section 3. Composition. The House of Delegates shall be composed of:

A. The officers of the Association;

B. The members-at-large of the Executive Committee;

C. Three members of the Association from each judicial district to be elected by the Association after nomination in the manner provided for herein, to be known as elected delegates;

D. The past presidents of the Association;

E. Any member of the Association who is serving or has served as President of the American Bar Association;

F. Representatives from each of the sections of the Association to be known as section delegates.

1. These delegates who may, but need not be officers of their respective sections, shall be designated as follows:

Young Lawyers Section	4 delegates
Judicial Section	2 delegates
3,501 or more members	4 delegates
2,001 to 3,500 members	3 delegates
1,501 to 2,000 members	2 delegates
1,500 or fewer members	1 delegate

2. The section delegates shall be selected according to procedures established by their sections.

3. For the purpose of determining the number of delegates to which sections are entitled, December 31 of the year preceding the year of selection shall be the date as of which the number of members of the sections shall be fixed.

G. Delegates from county or such other duly constituted bar associations as the House of Delegates may designate (hereinafter referred to as county bar associations). These delegates shall be known as bar association delegates and shall be designated on the following basis:

1. One delegate from each county bar association having 100 or more members but less than 300 members of the New York State Bar Association in its county, the delegate to be designated by the governing body of such association.

2. Two delegates from each county bar association having 300 or more members but less than 1,000 members of the New York State Bar Association in its county, the delegates to be designated by the governing body of such association.

3. From each county bar association having 1,000 or more members of the New York State Bar Association in its county, three delegates for the first 1,000 members, plus one delegate for each additional 1,000 members, or major fraction thereof; such delegates to be designated by the governing body of such association.

4. The Association of the Bar of the City of New York shall be entitled to the same number of delegates as the New York County Lawyers' Association.

5. In each judicial district in which there are two or more county bar associations in counties having less than 100 members each of the New York State Bar Association, one or more delegates shall be designated to represent such county bar associations as a group by the governing bodies of such county bar associations in a manner to be specified by the House of Delegates. The number of delegates designated shall be based upon the aggregate number of New York State Bar Association members in said counties, as follows:

50-299 members	1 delegate
300-999 members	2 delegates
1,000 or more members	3 delegates for the first 1,000 members, plus on one delegate for each additional 1,000 members or major fraction thereof.

6. The terms "in its county" and "in said counties" as used in subparagraphs 1 through 5 of this paragraph E shall be interpreted and applied on the basis of the mailing address for each member as it appears on the official mailing list maintained in the office of the New York State Bar Association.

7. For the purpose of determining the number of delegates to which county and other bar associations are entitled, December 31 of the year preceding the year of selection shall be the date as of which the number of members of county and other bar associations shall be fixed.

H. Twelve delegates to be appointed by the President then in office from a range of Racial and Ethnic Minority Groups identified by the National Association for Law

Placement.[1] At least two and no more than four of such delegates shall be appointed from each Judicial Department, and all appointments shall be subject to confirmation by the Executive Committee.

I. Two delegates to be appointed by the President then in office from those members identified as Active members as set forth in Article III, Section 1(A) of these Bylaws who neither work nor reside in New York State, subject to confirmation by the Executive Committee.

J. The delegates representing the New York State Bar Association in the American Bar Association House of Delegates, and the American Bar Association State Delegate from New York and the New York State representative on the American Bar Association Board of Governors provided they are members of the New York State Bar Association.

K. Each member of the House of Delegates must be a member of the New York State Bar Association in good standing.

L. Vacancies.

1. Any vacancy among the elected delegates shall be filled by majority vote of the elected delegates upon nomination by the Vice-Presidents and remaining elected delegates from the district in which the vacancy exists. Any vacancy among the section delegates or the bar association delegates shall be filled by the section or bar association or group of bar associations whose representative has created the vacancy.

2. In case of the death, resignation or total disability of the President-Elect of the Association, the House shall fill the vacancy for the remainder of the term by a vote of a majority of the members of the House present at a meeting. Notice that such an election will be held shall be mailed by the Secretary of the Association to each delegate not less than 14 days before the date fixed for the meeting.

3. A vacancy in the office of Vice-President shall be filled on an interim basis by the members of the Nominating Committee from that judicial district. In selecting an interim designee, the district members on the Nominating Committee shall actively solicit and consult with the delegates to the House of Delegates from that district. Such

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[1] *Following NALP's definition of "lawyers of color," Racial and Ethnic Minority Groups include Asian, Black or African American, Latinx, Native American or Alaska Native, Native Hawaiian or other Pacific Islander, and multiracial lawyers. See, NALP 2021 Report on Diversity in U.S. Law Firms available at https://www.nalp.org/reportondiversity (last accessed on October 27, 2022).*

consultation shall be accomplished by a meeting of the delegates from the district, in person to the extent practicable, or by telephonic equipment if necessary. The interim designee so selected shall be subject to confirmation by majority vote of the House of Delegates at the next meeting to fill the remainder of the term.

4. Vacancies among the offices of Secretary, Treasurer, or member-at-large of the Executive Committee shall be filled on an interim basis by majority vote of the members of the Executive Committee at a meeting, subject to confirmation by majority vote of the House of Delegates at the next meeting to fill the remainder of the term.

M. Alternate Delegates.

1. Each section or bar association represented in the House of Delegates may designate an alternate to serve during the absence of any of its delegates at a meeting of the House, except that those bar associations entitled to six or more delegates may designate a total of two alternates. Such alternates shall be selected at the same time as the regularly designated delegates.

2. When substituting for a regularly designated delegate, an alternate shall assume all obligations and privileges of a regularly designated delegate. Notice of this substitution shall be given to the Secretary by the regular delegate who is unable to attend or by the Vice-President or any other House of Delegates member from the absentee's district or any officer of a section. In the absence or unavailability of the Secretary, such notice shall be given to the President or the President-Elect. Notice shall be given at least 24 hours in advance of the meeting which the alternate will be attending, although this requirement may be waived by the President or President-Elect for good cause.

3. The alternate delegate's service is limited to that meeting of the House for which notice of substitution has been given and is not considered a lapse in service for the regularly designated delegate.

4. A section or bar association may designate an individual as an alternate without limit as to the number of consecutive terms that may be served in that capacity, except that an individual completing four consecutive years as a regularly designated delegate shall not be eligible for designation as an alternate in the ensuing year. The alternate must be eligible to serve as a member of the House.

Section 4. Terms.

A. Past presidents of the Association and current or past presidents of the American Bar Association who remain members of the Association shall serve as delegates for life. The President, President-Elect, Secretary and Treasurer shall serve as delegates during their terms of office.

B. The term of office of all other delegates shall be one year unless otherwise specified in these Bylaws.

C. Except for past presidents of the Association or American Bar Association, members of the Executive Committee, the delegates representing the New York State Bar Association in the American Bar Association House of Delegates, the American Bar Association State Delegate from New York and the New York State representative on the American Bar Association Board of Governors, delegates may serve no more than four consecutive terms in any combination of delegate capacities. Membership on the Executive Committee or service as an alternate delegate will not be included in the computation of this four year limitation. Service on the Executive Committee occurring without break between terms as a regularly designated delegate will be treated as a non-interruption of service as a delegate. In the instance of an alternate delegate, attendance during any term at two or more House of Delegates meetings for which notice of substitution has been given in accordance with Section 3(M) of this article shall constitute a year of service as a delegate.

D. The term of each member of the House of Delegates shall commence on June 1^{st} unless otherwise specified in these Bylaws.

Section 5. Meetings.

A. Upon not less than 15 days' written notice, the House of Delegates shall meet at such times and places as it shall fix, but not less than four times each year including one meeting to be held in conjunction with the Annual Meeting of the Association. Such meetings shall be conducted in person or as authorized by Article XIII.

B. One hundred members shall constitute a quorum for the transaction of business.

C. The President-Elect shall preside and serve as Chair of the House of Delegates.

D. Each member of the House of Delegates shall have one vote to be cast in person. Any action required or permitted to be taken by the House of Delegates may be taken without a meeting if all delegates consent in writing to the adoption of a resolution authorizing the action.

E. The House of Delegates, through its chair, shall at each stated annual meeting report a summary of its proceedings since its last annual report (except such matters as are required to be kept confidential by statute or by these Bylaws of the Association), together with any suggestions deemed suitable and appertaining to its powers, duties or business.

F. The Secretary shall promptly transmit to every member of the House of Delegates the minutes of every meeting of the House of Delegates.

VI. COMMITTEES

Section 1. Committees.

A. The House of Delegates by resolution adopted by majority of the entire House of Delegates may designate committees of the House of Delegates consisting of at least three or more member of the House of Delegates. Such resolutions shall define the respective powers and duties of such committees, provided that no committee shall have authority as to the following matters:

1. The submission to members of any action requiring members' approval under applicable law

2. The filling of vacancies in the House of Delegates or in any committee of the House of Delegates.

3. The fixing of compensation of the House of Delegates for serving on the House of Delegates or on any committee (if any such compensation is paid).

4. The amendment or repeal of the Bylaws, or the adoption of new Bylaws.

5. The amendment or repeal of any resolution of the House of.

6. The taking of any action which would be binding upon the Association or the House of Delegates, unless specifically authorized by law, in these Bylaws, or in the resolution establishing the committee.

B. The House of Delegates, the Executive Committee or the President may designate committees of the Association. Such committees shall not be committees of the House of Delegates, shall not exercise any of the powers of the House of Delegates or have the authority to bind the House of Delegates or the Association, and shall be advisory only. Except as otherwise provided herein, the President annually shall appoint the members, designate the chairs and fill vacancies in committees of the Association.

C. Any committee specifically established in these Bylaws may be abolished only by amendment to these Bylaws. Any other committee may be abolished by the Executive Committee.

D. Each committee shall have the specific powers and duties set forth in these Bylaws or by resolution establishing the committee; and such general powers and duties as may be prescribed for committees generally.

E. When a committee is organized, it shall be the chair's duty to submit to its members such matters for the consideration of the committee as any member may desire, or that the chair may deem germane to the objects for which the committee was appointed.

F. Each committee may report to the House of Delegates at any time and shall so report whenever requested to do so by the President or by the Chair of the House of Delegates or by vote of the House of Delegates. A list of committees shall be maintained by the Secretary and included as Appendix A to these Bylaws.

Section 2. General Provisions.

A. The resolution or announcement creating any committee shall not be entered upon the permanent records of the Association until approved as to form by the Executive Committee.

B. Anything hereinbefore to the contrary notwithstanding, members of each committee shall continue to serve until the appointment or election of successor members of the committee.

C. Except as otherwise expressly provided herein or by the resolution establishing it, one-third of the committee members will constitute a quorum of each committee.

D. Each committee will have power to adopt rules and regulations for its own governance and procedure; to declare a vacancy after three successive absences of a member; and to order and arrange for the convenient transaction of business and discharge of its duties by correspondence or through subcommittees, or otherwise. Rules and regulations adopted by a committee will be enforceable only by members of that committee and by no other person. Any rules and regulations adopted by a committee must be consistent with these Bylaws.

E. The chair of each committee will have power to call a meeting thereof on due notice (which may be by mail, electronic means, or other means as authorized by law; and the Secretary of the Association shall, by like notice, call a meeting on the request in writing of at least one-third of the committee, or of the President of the Association.

F. Under direction of each committee, the secretary thereof will keep its records and minutes, and prepare and transmit the required reports.

G. Every committee shall meet and organize promptly after appointment and shall also meet at such times and places as may be designated by the chair, by the President of the Association or by the House of Delegates.

H. No committee or officer or member thereof shall have the power to make the Association liable for any debt except upon the express authorization of the House of Delegates.

I Any committee, with the approval of the House of Delegates, may report to the Association at any time. On instructions of the House of Delegates, a report which has been made to that body or to the President shall be made to the Association at a regular or special meeting. The reports of all committees to the Association shall be in writing and, unless recommitted by a vote of the Association, shall be received of course without a motion for acceptance. All committee reports recommending or requiring any action or expression of opinion by the Association must be accompanied by an appropriate form of resolution.

J. Each committee is encouraged to establish and maintain liaison with committees of other bar associations or bar federations charged with observance and supervision of the same general topic and field of activity, for the exchange of information and opinions and, with the approval of the House of Delegates or the Executive Committee, to take action in collaboration with one or more such associations or federations.

K. Notwithstanding any other provision of the Bylaws, all committees are subject to the rules herein set forth with regard to supervision by the House of Delegates or the Executive Committee.

L. The President may appoint committee members who are not members of the Association to any committee of the Association, the membership of which is appointed by the President.

VII. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall be a committee of the House of Delegates and shall consist of:

A. The President of the Association;

B. The President-Elect of the Association;

C. The Secretary and Treasurer of the Association;

D. All Vice-Presidents of the Association;

E. The immediate past president of the Association;

F. 1. Eight members-at-large who shall be Active members of the Association. Not less than two of the members-at-large shall be selected from the First Judicial District. Two of the members-at-large shall be selected from Racial and Ethnic Minority Groups and may not be drawn from the same Judicial District.

2. Two members-at-large who shall have served as section delegates to the House of Delegates within three years of their selection. Initial terms shall be staggered, with one member selected to serve a two-year term and one member selected to serve a one-year term, notwithstanding the provisions of Section 2 of this article.

3. One member-at-large who shall have served as a section delegate to the House of Delegates from the Young Lawyers Section within three years of the time of selection.

4. The terms of office of each member-at-large shall be two years.

Section 2. Terms. A Vice-President or member-at-large of the Executive Committee may serve no more than four consecutive terms of combined service as a Vice-President and member-at-large of the Executive Committee, and members-at-large may serve no more than four consecutive terms in such capacity. This limitation shall not apply to the President, the President-Elect or the immediate Past President serving on the Executive Committee. The Secretary may serve no more than four consecutive terms and the Treasurer no more than four consecutive terms in their respective capacities.

For the purposes of calculating the number of consecutive terms permitted by this section, each two-year term of a member-at-large of the Executive Committee whose term commenced on or after June 1, 2009 shall be considered two terms.

Section 3. Powers and Duties. Between meetings of the House of Delegates, the Executive Committee shall manage the business, affairs and activities of the Association; and it shall study and report to the House of Delegates on all matters referred to it. The Committee shall report to the House of Delegates at each meeting thereof on the actions taken by it since the previous meeting of the House of Delegates. The Secretary of the Association shall mail to each member of the House of Delegates a copy of the minutes of each meeting of the Executive Committee.

Section 4. General Supervision over Committees and Sections. Notwithstanding any other provision of these Bylaws and subject to any rules established by the House of Delegates, all committees, sections and divisions of sections shall be subject to such rules as the Executive Committee may promulgate to supervise and coordinate the action and functioning of all committees (other than the Nominating Committee) and of all sections, and divisions of sections, including limitations upon the issuance of public statements by committees, sections, and divisions of sections or members thereof as may be deemed appropriate.

Section 5. Issuance of Reports and Legislative Action.

A. Pending Proposals. Each committee or section shall have power and authority, in its own name, publicly or otherwise, to support or oppose pending legislative action at the local, state or federal level. Any statement of support or in opposition to such legislation pending shall conspicuously disclose the fact that the position of the committee or section, as the case may be, is not the position of the Association until approved and adopted by the House of Delegates.

B. Initiation of Legislative Action. Committees and sections may publish reports and recommendations on matters within their jurisdiction. They may promote or initiate local, state or federal legislative action with the specific approval of the House of Delegates or the Executive Committee. Such action, however, is prohibited unless so approved and no action whatsoever shall be taken by any committee or section in the name of the Association without the express authority of the House of Delegates or the Executive Committee.

C. Issuance of reports regarding legislative action.

1. In commenting on pending legislation or seeking to initiate legislative action, as described hereinabove in subdivisions A and B, or in publishing reports on subjects within their jurisdiction on such legislation or legislative action, committees or sections may not publicly espouse positions, issue statements or release reports which are inconsistent with policy adopted by the House of Delegates or the Executive Committee. With respect to positions adopted by the Executive Committee, however, same shall be binding for six months from the date of adoption unless acted upon sooner by the House of Delegates.

2. At least five business days in advance of the intended release date, which shall be stated in the transmittal document, any prospective position, statement or report by a committee or section regarding pending or proposed legislation shall be submitted to the President solely for a determination as to whether the prospective position, statement or report is inconsistent with policy previously adopted by the House of Delegates or Executive Committee. The President may waive this notice requirement at the request of the committee or section. Authorization to release the report shall be deemed to have been given unless the President notifies the committee or section to the contrary prior to the intended release date. Any adverse determination by the President may be appealed to the Executive Committee.

Section 6. Meetings.

A. The Executive Committee shall meet on the call of the President at times and places to be fixed by the President, including a meeting immediately prior to or in conjunction with any meeting of the House of Delegates.

B. At each meeting of the Executive Committee, a majority of the total membership of the Committee shall constitute a quorum.

C. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all of the members of the Committee consent in writing to the adoption of a resolution authorizing the action.

VIII. NOMINATING COMMITTEE AND NOMINATIONS FOR OFFICE

Section 1. Nominating Committee.

A. 1. The Nominating Committee shall be a committee of the Association and shall submit nominations of candidates for all offices required by Article XI to be filled by election at each Annual Meeting or at the meeting of the House of Delegates immediately following each Annual Meeting. Its report of such nominations shall be filed with the Secretary not later than 40 days before such meetings and shall be open to inspection by any member of the Association.

2. Declaration of Candidacy. Individuals seeking the office of President-Elect shall file with the Secretary a declaration of candidacy for such office no later than September 1 of the year in which the Nominating Committee is to consider such candidacy. Any declaration not filed in accordance with this procedure shall not be considered by the Nominating Committee, except that by majority vote at any meeting, the Nominating Committee may waive this requirement.

3. In selecting nominees for Vice-President and elected delegate, the district members on the Nominating Committee shall actively solicit and consult with the delegates to the House of Delegates from their respective districts. Such consultation shall be accomplished by a meeting of the delegates from each respective district, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of Vice-President and elected delegate are to be filled by election. The district members of the Nominating Committee from each district shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominees for Vice-President and Elected Delegates as recommended by the district members from each respective district.

4. In selecting nominees for Executive Committee member-at-large referenced in Article VII, section 1(F)(2), the Nominating Committee shall actively solicit and consult with the section delegates to the House of Delegates. Such consultation shall be accomplished by a meeting of the section delegates, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of member-at-large are to be filled by election. The section delegates shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominees for member-at-large as recommended by the section delegates.

5. In selecting nominees for Executive Committee member-at-large referenced in Article VII, section 1(F)(3), the Nominating Committee shall actively solicit and consult with the Young Lawyers Section. Such consultation shall be accomplished by a meeting of the Section's Executive Committee, in person to the extent practicable or by telephonic equipment if necessary, to be held no less than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of member-at-large are to be filled by election. The Young Lawyers Section shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominee for member-at-large as recommended by the Young Lawyers Section.

6. Election of New York State Bar Association Delegates to the American Bar Association House of Delegates**.** Delegates to the American Bar Association House of Delegates shall be nominated and elected pursuant to the following procedures:

(a) Ten delegates to the American Bar Association House of Delegates, or such number as the Association may be entitled to select from time to time, shall be elected, each for a term of two years commencing at the adjournment of the Annual Meeting of the American Bar Association House of Delegates. The term of such delegates shall be alternated beginning with an even numbered year, so that the terms are staggered as equally as possible, in accordance with the appropriate provisions of the American Bar Association Constitution and Bylaws. In addition, one lawyer less than thirty-five years of age at the beginning of the lawyer's term shall be elected as Young Lawyer Delegate in even-numbered years for a term of two years commencing at the adjournment of the Annual Meeting of the American Bar Association House of Delegates.

(b) Such delegates shall be elected at a meeting of the New York State Bar Association House of Delegates occurring in the calendar year during which their terms shall commence.

(c) The Nominating Committee is designated to choose all nominees to the American Bar Association House of Delegates after consultation with the Executive Committee of the Association and to choose its nominee for young lawyer delegate after additional consultation with the Executive Committee of the Young Lawyers Section of the Association. Any member of the New York State Bar Association House of Delegates, chair of the Association's sections and committees, or local bar association represented in the New

York State Bar Association House of Delegates may forward the names and relevant qualifications of suggested nominees to the Secretary of the Association by September 1 of the year preceding that in which the election is to be held.

(d) The Nominating Committee shall file its report of such nominations with the Secretary for announcement at the meeting of the New York State Bar Association House of Delegates immediately preceding that at which the election is to be held, and said report shall be open to inspection thereafter by any member of the Association. The Secretary of the Association shall report all nominations made by the Nominating Committee or by members of the Association by means of any publication of the Association sent to all members.

(e) In addition to the nominees of the Nominating Committee, one or more additional nominations may be made by petition signed by not less than fifteen members of the New York State Bar Association House of Delegates and filed with the Secretary of the Association not later than twenty-five days before the meeting at which the election is to be held.

(f) Nominations not made in accordance with the foregoing procedures shall not be considered or voted upon.

(g) At the meeting of the New York State Bar Association House of Delegates at which the election is held, the young lawyer delegate shall be voted upon separately from the other delegate positions.

(h) If a delegate is absent from a meeting, the position shall be filled by the President of the Association for that meeting.

(i) If a delegate resigns, is disqualified, or dies, the Nominating Committee shall reconvene to elect a successor for the unexpired term.

B. While serving on the Nominating Committee, a member shall not be eligible for nomination as President-Elect, Secretary, Treasurer, or member-at-large of the Executive Committee, provided, however, that a member of the Nominating Committee shall be eligible for nomination to the Executive Committee as a section member-at-large or a young lawyer member-at-large. A member may remove such ineligibility by resigning from the Nominating Committee in advance of the first meeting in the Association year of the Nominating Committee on which such person is serving. By majority vote at any meeting, the Nominating Committee may waive this deadline and accept the resignation unless nominations for the office for which the member wishes to be considered were reviewed at the first meeting.

C. At its second regular meeting after the Annual Meeting of the Association, the House of Delegates shall elect a Nominating Committee consisting of members from each judicial district as provided herein. The three at-large members and alternate member-at-large shall serve ex officio as provided in these Bylaws, without election by the House.

1. District members shall be selected by the Vice-Presidents and elected delegates from such judicial district on the following basis: Two members from each judicial district for up to the first 3,000 members of the New York State Bar Association in that district with the exception of the First Judicial District, which shall have three Nominating Committee members for such first 3,000 New York State Bar Association members; and a further Nominating Committee member for each additional 3,000 members, or major fraction thereof. One of the members so selected shall be a member of the House of Delegates at the time of selection and the other members so selected must have been members of the House of Delegates within two years of the time of selection or must currently be, or within two years of the time of selection must have been, section officers or the chairs of an Association committee.

2. The Vice-Presidents and elected delegates from each district shall also select alternate members from that district who must have been members of the House of Delegates within two years of the time of selection or must currently be, or, within two years of the time of selection must have been, a section officer or the chair of an Association committee, with the number of alternates to be determined as follows: each district shall be entitled to one alternate for its initial two Nominating Committee members and a further alternate for each additional three Nominating Committee members, or major fraction thereof. Service as an alternate delegate shall not constitute membership in the House of Delegates for purposes of this section.

3. In selecting the district members and alternates, the Vice-Presidents and elected delegates shall actively solicit and consult with the delegates to the House of Delegates from their respective districts. Such consultation shall be accomplished by a meeting of the delegates from each respective district, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 30 days before the meeting of the House of Delegates at which the Nominating Committee is to be named. The Vice-Presidents from each district shall file a written report with the President of the Association at least 10 days in advance of the meeting of the House of Delegates at which the Nominating Committee is to be named identifying their selections and summarizing the manner in which the solicitation and consultation process was conducted.

4. The foregoing formula for the designation of district members shall take effect for the Nominating Committee to be selected in 1999. The number of representatives selected in that year shall remain fixed for the ensuing four years, at which time the representative entitlements shall be recalculated pursuant to the foregoing formula, with this recalculation to be repeated thereafter at five-year intervals. For purposes of determining the number of members to which districts are entitled in those years when a calculation is to be made, December 31 of the year preceding the year of selection shall be the date as of which the number of members in districts shall be fixed.

5. The members-at-large shall be past Presidents at the time of their selection and will have completed their post presidency year on the Executive Committee by the time the next Nominating Committee convenes, and they shall serve in accordance with the following rotations:

(a) The immediate past President once removed shall be a member-at-large of the Nominating Committee.

(b) That same past President shall serve as chair of the Nominating Committee the following year.

(c) That same past President shall then again serve as a member-at-large of the Nominating Committee the year following service as chair.

(d) Following the three specified years, such past President may serve on the Nominating Committee only if otherwise elected or designated pursuant to these Bylaws, and subject to Bylaws limitations on consecutive terms of service.

6. The position of any member-at-large who is unable or unavailable to serve on the Nominating Committee for any meeting shall be filled by a past President, other than the immediate past President, designated in reverse order of past service. The foregoing provision notwithstanding, a vacancy in the position of chair shall be filled by an available past President who served most recently as chair. The past President who would be the first eligible and available to fill an at-large vacancy shall be designated as an alternate member-at-large.

D. A member of the Nominating Committee may not serve more than six consecutive terms either as a regularly designated member or alternate or in any combination of such two capacities. This paragraph shall not apply to service as a member-at-large of the Nominating Committee and such service as a member-at-large shall not be considered service on the Nominating Committee for the purpose of this paragraph.

E. Alternate members may attend all meetings of the Nominating Committee in a non-voting capacity. In the event a vacancy should arise in the position of a district member for any reason or should a district member be absent from a meeting of the Nominating Committee, an alternate member from that district shall to be designated to assume the responsibilities of that position by the chair of the Nominating Committee. Alternates for districts entitled to more than one alternate shall be prioritized at the time of selection, and shall serve, when necessary, in that order. In the event of a vacancy, the district alternate so designated shall then fill the unexpired balance of the one-year term of the member being replaced. In the event of an absence, the district alternate so designated shall replace the district member only for the meeting at which the district member is absent, unless the district member is also absent for subsequent meetings.

F. The model rules of the Nominating Committee shall remain in effect until subsequently amended. Each successive Nominating Committee shall be authorized to modify or add rules as it deems appropriate to govern its operations for that year only, with the rules to revert to the model rules format at the conclusion of that year. Any proposed permanent change to the model rules shall be authorized by vote of the House of Delegates.

G. Not later than 20 days before the first scheduled meeting of the House of Delegates after the Annual Meeting of the Association, the Nominating Committee shall file with the Secretary a written report of the members-at-large of the Nominating Committee designated by these Bylaws to serve during the following year. Notice of such designation shall be given by the Secretary to all members of the House of Delegates at the meeting.

Section 2. Nominations by Membership. Any 150 members of the Association with respect to any of the offices to be filled, or any 75 members residing in a judicial district with respect to the offices of Vice-President and elected delegate from that district, may also nominate candidates by filing a separate nomination for each candidate and office, signed by such members, with the Secretary not later than 25 days before the meeting at which the election is to take place.

Section 3. Reporting by Secretary. The Secretary shall report all nominations made by the Nominating Committee or by members to the members of the Association by means of any publication of the Association sent to all members. Nominations not made by the Nominating Committee or the membership in the manner prescribed shall not be considered or voted upon.

IX. FINANCE, AUDIT AND COMPENSATION COMMITTEES

Section 1. Finance Committee.

A. Duties. The Finance Committee shall be a committee of the Association responsible for the continuing supervision of all of the financial affairs of the Association other than those duties specifically assigned to the Audit Committee pursuant to Section 2 of this Article, and for preparing annually for submission to the House of Delegates a proposed income and expense budget.

B. Members. The Committee shall consist of six members of the Association appointed by the President, subject to confirmation by the Executive Committee and ratification by the House of Delegates:

> (1) Commencing June 1, 2004, terms of appointment shall be staggered, with three members appointed to serve for two-year terms, and three for one-year terms. Thereafter, three members shall be appointed annually to serve for two-year terms. Members completing their terms shall be eligible for reappointment.
>
> (2) A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office.
>
> (3) The Association President, President-Elect, Treasurer and immediate past President shall serve as ex officio members and shall be entitled to vote in the deliberations of the Committee.

Section 2. Audit Committee.

A. Duties. The Audit Committee shall be a committee of the Association responsible for assuring the independence of the Association's independent auditor, reviewing the Association's accounting policies and the adequacy of internal control systems, and overseeing the accuracy of the Association's financial statements and reports. The specific duties and responsibilities of the Audit Committee are set forth in Appendix B and may be amended, as appropriate, by the House of Delegates.

B. Members. The Audit Committee shall consist of seven members of the Association at least three of which are "independent directors" as defined under the New York Not-for-Profit Law. All committee members should be free from any relationship that would interfere with the exercise of their independent judgment on behalf of the Committee as set forth in further detail in Appendix B. They shall be appointed by the President:

(1) The members being appointed in any given year shall serve for two-year terms. All appointments shall be subject to confirmation by the Executive Committee and ratification by the House of Delegates. The Executive Committee shall determine that each appointee is free from any relationship that in its opinion would interfere with the exercise of independent judgment while serving as a member of the Audit Committee. Members completing their terms shall be eligible for reappointment.

(2) The chair of the Audit Committee shall be designated by the President subject to confirmation by the Executive Committee and ratification by the House of Delegates.

(3) The Chair shall have the authority to call an executive session meeting of the Audit Committee at which only voting members of the Committee shall be entitled to attend.

(4) A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office, subject to confirmation by the Executive Committee and ratification by the House of Delegates.

(5) The Treasurer shall serve as an ex officio member, but shall not be permitted to vote in the deliberations of the Committee. Neither the President, the President-Elect, the Secretary, nor the Chair of the Finance Committee shall be eligible to serve as members of the Committee in any capacity.

Section 3. Compensation Committee.

A. Duties. The Compensation Committee shall be a committee of the House of Delegates and shall be responsible for assuring the reasonableness of the compensation of Association executives.

B. Members. The Compensation Committee shall consist of three or more members of the House of Delegates who are free from any relationship with the executives whose compensation is being reviewed. They shall be nominated by the President:

1. The members being appointed in any given year shall serve for two-year terms. All appointments shall be subject to confirmation by the Executive Committee and ratification by the House of Delegates. Members completing their terms shall be eligible for reappointment.

2. The chair of the Compensation Committee shall be designated by the President.

3. The Chair shall have the authority to call an executive session meeting of the Compensation Committee at which only voting members of the Committee shall be entitled to attend.

4. A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office subject to confirmation by the Executive Committee and ratification by the House of Delegates.

5. The Treasurer shall serve as an ex officio member, but shall not be permitted to vote in the deliberations of the Committee. No member of the executive staff of the Association shall serve as a member of the Committee.

X. SECTIONS AND DIVISIONS OF SECTIONS

Section 1. Creation and Abolition. The House of Delegates may from time to time establish sections of the Association and divisions of sections which shall be considered committees of the Association. Sections and divisions of sections may be abolished by the House of Delegates or by the Association.

Section 2. Bylaws. Each duly authorized section of the Association may adopt Bylaws, not inconsistent with the Bylaws of the Association, for the regulation of its affairs and for the determination and definition of its aims and purposes and qualifications of membership therein, but such Bylaws shall become effective only upon approval by the Executive Committee.

Section 3. Officers. Each such section may elect a chair, vice-chair and secretary, and such other officers as its Bylaws may provide.

Section 4. Sub-Committees. Each such section may create sub-committees or task forces relating to particular branches of the general activities of the section.

Section 5. Royalties. Sections shall receive royalties from the Association in lieu of dues charged to the section's members.

XI. ELECTIONS AND TERMS

A. Elections. At each Annual Meeting there shall be elected the elected delegates of the House of Delegates. At the meeting of the House of Delegates immediately following the Annual Meeting of the Association, the House shall elect a President-Elect, all Vice-Presidents, a Secretary, a Treasurer, the members-at-large of the Executive Committee who shall be selected pursuant to the requirements of Article VII, Section 1(F), and such other officers as may be required to fill any additional offices established pursuant to Article IV.

B. Terms. The officers and elected delegates elected at such meeting shall hold their offices for a one-year term commencing on the next succeeding June 1st and the members-at-large of the Executive Committee elected at such meeting shall hold their offices for a two-year term commencing on the next succeeding June 1st.

XII. MEETINGS OF THE ASSOCIATION

Section 1. Annual Meeting. The Association shall meet annually on such days and at such places as the House of Delegates may select. Any meeting of the Association may adjourn to any other date(s) and place(s) upon a majority vote of those present.

A. Written notice shall be given of each meeting of members, shall state the place, date and time of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called and no business shall be conducted at the meeting that it not included in such notice.

B. A copy of the notice of any meeting shall be given, personally, by first-class mail, by fax or by electronic mail not less than ten nor more than fifty days before the date of the meeting. If notice is provided by another class of mail, notice shall be given not less than thirty days nor more than sixty days before such date, to each member entitled to vote at such meeting. If mailed, such notice is given when deposited in the United

States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have other address, then directed to the member at such other address. If sent by fax or electronic mail, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or to such fax number or other electronic mail address as filed with the Secretary of the Association; provided, that notice shall not be deemed delivered if: (a) the Association is unable to deliver two consecutive notices to the individual by electronic mail or fax; or (b) the Association otherwise becomes aware that notice cannot be delivered to the individual by electronic mail or fax.

C. Nothing herein contained shall prevent the consideration at the Annual Meeting of any other business that may be regularly brought before it.

Section 2. Special Meetings. A special meeting may be called at any time by the President or the House of Delegates, or shall be called by the Secretary within 60 days after the filing with the Secretary of a written request for the calling of a special meeting. Said request shall specify the purpose of the special meeting and shall be signed by at least 1 percent of the members of the Association of whom at least twenty-five members shall reside in each judicial district. Such special meeting shall be held at such time and at such place as the President shall designate, and no business shall be transacted thereat other than that specified in the notice thereof. Notice of a special meeting shall be by publication by any means of communication reasonably designed to notify all members of the Association.

Section 3. Quorum. At every meeting of the Association the presence in person, as defined by Article XIII, of 100 members shall constitute a quorum. Only active members of the Association shall have the right to vote at any meeting of the Association, and no vote shall be cast by proxy.

Section 4. Order of Business.

A. At annual and adjourned meetings of the Association, after the appropriate opening thereof, the order of business will be:

(1) Reading of the minutes of the preceding meeting.
(2) Report of Nominating Committee.
(3) Election of elected delegates to the House of Delegates.
(4) Report of Chair of House of Delegates.
(5) Report of Treasurer.
(6) Report of Secretary.

(7) Report of President.
(8) Reports of Committees.
(9) Special orders.
(10) Miscellaneous business.

B. The President, or presiding officer, as a matter of discretion, is authorized: (1) to change the order of business at any meeting; (2) to limit the time of debate or discussion on any matter or business; and (3) to call for a vote on any matter by ballot. Robert's Rules of Order Revised shall govern the proceedings of the Association, its House of Delegates and its Executive Committee, except as otherwise provided herein.

Section 5. Rules of Order as to Resolutions. At meetings of the Association, precedence shall be given to resolutions proposed by any member, 20 days' notice of which, in writing, shall previously have been filed with the Secretary, and resolutions reported by any committee. All other resolutions, except parliamentary motions, shall be referred, without debate, to the Committee on Resolutions.

XIII. REMOTE MEETINGS

Section 1. If authorized by law, the Annual Meeting and any special meeting of the Association may be conducted by means of communications technology which allows all members attending the remote meeting to have a reasonable opportunity to participate in the meeting. A written record of all action taken at such meetings shall be maintained.

Section 2. The House of Delegates may, upon not less than 24 hours' written notice by mail or electronic means, conduct an otherwise properly noticed meeting by means of communications technology which allows all members attending the remote meeting to have a reasonable opportunity to participate in the meeting. A written record of all action taken at such meetings shall be maintained.

Section 3. Any section or committee, including but not limited to the Executive Committee and excepting the Nominating Committee unless it adopts changes to its Model Rules to specifically adopt this authority, may, upon not less than 24 hours' written notice by mail or electronic means, conduct an otherwise properly noticed meeting by means of a teleconference or other communications technology which allows all members to have a reasonable opportunity to participate in the meeting. A written record of all action taken at such meetings shall be maintained.

Section 4. Whenever used in these Bylaws, participation through communications technology shall constitute presence in person at a meeting.

Section 5. Whenever a meeting is held in accordance with this article, the place of the meeting shall be deemed to be Albany, New York.

XIV. INDEMNIFICATION

To the extent permitted by law, the officers and other members of the House of Delegates, members of sections and committees of the Association, and employees of the Association, when acting as such, shall be defended, indemnified and held harmless against all cost, damage and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, or any other matter having to do with their acts or conduct in such capacity.

XV. COOPERATION WITH OTHER BAR ASSOCIATIONS AND FEDERATIONS OF BAR ASSOCIATIONS

Section 1. Cooperation. In order to more readily attain the objectives of its organization, this Association shall cooperate with local bar associations, other state bar associations and with judicial district or other regional federations of local bar associations, both within and without the state, in such manner as is consistent with its own and their autonomy, and shall encourage and assist, when desired, in the formation of new local bar associations and federations; and shall endeavor to maintain constant interchange of opinion and unity of effort between the Association and such local associations and federations in promoting reform in the law, facilitating the administration of justice, elevating the standards of the profession and cherishing the spirit of collegiality among the members of the Bar. A reciprocal relation and duty to the American Bar Association is also recognized.

Section 2. Committees. To further these purposes, the Bylaws may designate officers or authorize the appointment of committees whose duty it shall be to represent this Association in promoting such cooperation and may make provision for official representation both in the meetings and on the committees of this Association, of such local associations and federations by members of this Association in such manner and upon such condition as may be from time to time herein provided.

Section 3. Independence of Local and County Associations. Nothing contained herein and no action or recommendation of the Association, its House of Delegates or Executive Committee shall be construed to bind or commit in any respect any county or local bar association or to obligate such county or local bar association to accept or carry out any policy or recommendation of the Association, its House of Delegates or its Executive Committee. The participation of any county or local bar association in the Association shall be at all times voluntary and shall not subject such county or local bar association to any financial or other obligation or liability except as it may voluntarily assume.

Section 4. Election of New York State Bar Association Delegates to the American Bar Association House of Delegates. The nomination and election of delegates to the American Bar Association House of Delegates shall take place in accordance with the provisions of Article VIII, section 1(A)(6) of these Bylaws.

XVI. PUBLICATIONS

Section 1. Journal. The Journal shall be edited and published by a Board of Editors chosen by and under the direction of the Executive Committee. It shall be the responsibility of the Board of Editors to determine the format and contents of the Journal.

Section 2. Other Publications. All other publications authorized by the House of Delegates or the Executive Committee of the Association and not expressly provided for in these Bylaws shall be edited and published under the supervision of the Executive Committee.

XVII. AMENDMENTS

These Bylaws may be amended only by a two-thirds vote of the members present at a meeting of the Association, after compliance with either of the following procedures:

(a) By written proposal subscribed by at least ten members of the Association submitted to the Secretary at least sixty days in advance of a meeting of the Association, which proposal shall then be circulated with the notice of that meeting, and with the subsequent endorsement of at least fifty members attending that meeting for which such notice was given, after which it will be submitted to the next meeting of the Association for approval; or

(b) A majority of all the members of the House of Delegates may subscribe and file proposed amendments with the Secretary followed by notice to all members of the Association from the Secretary that said amendments will be considered at the next meeting of the Association held at least sixty days later, at which meeting such amendments may then be considered.

On consideration of any proposed amendment, further revisions thereof germane to the substance of such amendments may be considered and acted upon.

Appendix A
Committees of the Association

COMMITTEE ON ANIMALS AND THE LAW
COMMITTEE ON ANNUAL AWARD
COMMITTEE ON ASSOCIATION INSURANCE PROGRAMS
SPECIAL COMMITTEE ON ASSOCIATION STRUCTURE AND GOVEFNANCE
COMMITTEE ON ATTORNEY PROFESSIONALISM
COMMITTEE ON ATTORNEY-WELLBEING
AUDIT COMMITTEE
COMMITTEE ON BYLAWS
COMMITTEE ON CHILDREN AND THE LAW
COMMITTEE ON CIVIL PRACTICE LAW AND RULES
COMMITTEE ON CIVIL RIGHTS
COMMITTEE ON COMMITTEES
COMMITTEE ON COMMUNICATIONS AND PUBLICATIONS
COMMITTEE ON CONTINUING LEGAL EDUCATION
COMMITTEE ON COURTS OF APPELLATE JURISDICTION
COMMITTEE ON COURT RULES AND PRACTICE
COMMITTEE ON DISABILITY RIGHTS
COMMITTEE ON DIVERSITY AND INCLUSION
EXECUTIVE COMMITTEE
COMMITTEE ON FAMILIES AND THE LAW
FINANCE COMMITTEE
COMMITTEE ON IMMIGRATION REPRESENTATION
JUDICIAL WELLNESS COMMITTEE
COMMITTEE ON LAW PRACTICE MANAGEMENT
COMMITTEE ON LAW, YOUTH AND CITIZENSHIP
LAWYER ASSISTANCE COMMITTEE
COMMITTEE ON LAWYER REFERRAL SERVICE
COMMITTEE ON LEADERSHIP DEVELOPMENT
COMMITTEE ON LEGAL AID
COMMITTEE ON LEGAL EDUCATION AND ADMISSION TO THE BAR
COMMITTEE ON LEGISLATIVE POLICY
COMMITTEE ON MANDATED REPRESENTATION
COMMITTEE ON MASS DISASTER RESPONSE
COMMITTEE ON MEDIA LAW
COMMITTEE ON MEMBERSHIP
NOMINATING COMMITTEE
PRESIDENT’S COMMITTEE ON ACCESS TO JUSTICE

COMMITTEE ON PROCEDURES FOR JUDICIAL DISCIPLINE
COMMITTEE ON PROFESSIONAL DISCIPLINE
COMMITTEE ON PROFESSIONAL ETHICS
COMMITTEE ON RESOLUTIONS
COMMITTEE TO REVIEW JUDICIAL NOMINATIONS
COMMITTEE ON STANDARDS OF ATTORNEY CONDUCT
COMMITTEE ON TECHNOLOGY AND THE LEGAL PROFESSION
COMMITTEE ON TORT SYSTEM
COMMITTEE ON VETERANS

Appendix B

AUDIT COMMITTEE
COMPOSITION, DUTIES AND RESPONSIBILITIES

I. The Audit Committee shall consist solely of "Independent Members." An Independent Member is person who must satisfy all three of the following criteria:

1. The individual is not and has not been an employee of, or does not have a relative that is or was a key employee of, the Association or an affiliate of the Association in the past three years;
2. The individual and the individual's relatives have not received compensation or other payments exceeding a total of $10,000 during the last three fiscal years of the organization from the Association or its affiliate, other than compensation for services provided in the capacity as a member of the Executive Committee or Audit Committee or reimbursement for expenses reasonably incurred as a member of the Executive Committee or Audit Committee; and
3. The individual is not an employee of, nor have a substantial financial interest in, any entity that has made a payment to (other than a charitable donation) or received payments from the Association or its affiliate for property or services in an amount, which in the last three fiscal years, exceeds the lesser of $25,000 or 2% of such entity's consolidated gross revenues ("Association Vendor"). The individual's relatives may not be an officer of nor have a substantial financial interest in an Association Vendor.

II. The Audit Committee shall:

1. Meet at least twice annually, and more frequently as circumstances may warrant. One of those meetings shall include, in separate executive sessions, meetings with the independent auditor, the Executive Director and such other members of the staff, as the Audit Committee determines, to discuss any matters within the scope of the Committee's duties that these individuals believe or the Committee believes should be discussed privately with the Audit Committee.

2. Assure the independence of the independent auditor and be directly responsible for the appointment, compensation and oversight of the work of the independent auditor. The Audit Committee shall also consider the periodic rotation of auditors or of auditing partners. The Audit Committee shall also discuss with the independent auditor the scope and plan of the annual audit and consider any

changes in standard accounting practices from year to year prior to the commencement of the audit.

3. Review and discuss with the independent auditor the adequacy of the Association's internal controls and management's commitment and ability to effectuate such recommendations for improvements in the internal controls as the independent auditor may recommend, and any material risks and weaknesses in internal controls identified by the independent auditor. The Audit Committee shall also discuss with management its response to the independent auditor's assessment.

4. Review with the independent auditor the coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, ~~and~~ the effective use of audit resources, and the adequacy of the Association's accounting and financial reporting processes.

5. Inquire of management and the independent auditor about significant risks or exposures and steps management has taken to minimize such risks to the Association.

6. Review the results of the annual audits, the management letter, previous recommendations to management the extent to which difficulties, if any, were encountered in the course of the audit, including any restrictions on the scope of audit inquiries or access to information, or any significant disagreements between the independent auditor and management, with the independent auditor.

7. Assure that the Association maintains a satisfactory document retention program.

8. Establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Association regarding accounting, internal account controls, or auditing matters; and (b) the confidential, anonymous submission by Association employees or others of concerns regarding questionable accounting or auditing matters.

9. Conduct or authorize investigations into any matters within the Audit Committee's scope of duties and responsibilities, and monitor the possible financial impact of legal matters that could impact the financial health of the Association.

10. Report periodically to the Executive Committee and the House of Delegates on significant activities of the Audit Committee.

11. Coordinate its activities, as may be appropriate, with the Finance Committee.

12. Obtain confirmation from management that all necessary tax filings have been made.

13. Review conflict of interest <u>and whistleblower</u> policies and if appropriate, make recommendations for changes to such policies. Make inquiry, if it deems appropriate, regarding any reported related-party transactions.

14. Assess the independence of all external investment advisers engaged by NYSBA, including any conflicts of interest such adviser has or may have, as required by law.

15. Make provision for such financial training as Audit Committee members may deem appropriate to assist them in the effective and knowledgeable discharge of their duties and responsibilities.

16. Review this set of duties and responsibilities annually and propose any changes that may be warranted to the House of Delegates.

17. Perform such additional functions and have such additional powers as may be necessary or appropriate for the performance of its duties and responsibilities or as may be delegated from time to time by the House of Delegates to the Audit Committee.

Appendix B approved by
the House of Delegates
February 1, 2008, as
amended November 17, 2012
further amended June 21, 2014

NEW YORK STATE BAR ASSOCIATION

GOVERNANCE AT A GLANCE

Action of Section	NYSBA Executive Committee Approval	House of Delegates Approval	Finance Committee Approval	Coordination and Consultation with Governmental Relations Department and NYSBA Leadership
Amend Section Bylaws	✔			
Annual Section Budget	✔	✔	✔	
Expenditure of Surplus Funds			✔	
Modify Section Dues Structure			✔	
Develop Affirmative Legislative Proposals*	✔			✔
Issuance of Position, Statement or Report Regarding Legislative Action**				✔ **5-day Rule Applies**
Promoting Approved NYSBA Proposals				✔
Supporting or Opposing Non-NYSBA Legislative Proposals				✔ **5-day Rule Applies**
Compliance with Lobbying Law				✔
Gifts to Public Officials (prohibited except under limited circumstances)				✔

* Proposals that are expected to have broad interest may also be brought to the House of Delegates.

** Any communication to the President of the United States or White House officials may be submitted only by the President of the Association.

NYSBA STRUCTURE AND GOVERNANCE

House of Delegates

The control and administration of the NYSBA is vested in the House of Delegates, the decision and policy-making body of the Association. The House meets four times a year (January, April, June and November). Action taken by the House of Delegates becomes official NYSBA policy.

At the present time, the House of Delegates is composed of approximately 300 members. A simple representational formula allows for the diverse voices of lawyers within the state to be represented.

Executive Committee

The 30-member Executive Committee has the authority to act and speak for the NYSBA, consistent with previous action of the House of Delegates, when the House is not in session. It also approves affirmative legislative proposals drafted by Sections and Committees.

The Executive Committee meets quarterly and at other times as necessary. The Executive Committee is composed of the President, President-Elect, Treasurer, and Secretary of the Association. In addition, there are vice-presidents from each of the thirteen judicial districts in the state (the 1st district has two vice presidents) and eleven members-at-large. The immediate past president is also a member of this body. All officers are elected to serve one-year terms.

OFFICERS

Nominations of candidates for all offices are submitted by the NYSBA Nominating Committee. NYSBA officers are elected by the House of Delegates and include the President, President-Elect (who automatically becomes President the year following that of election), Secretary, and Treasurer.

The President

Serves for one Association year, from June 1 to May 31. The President and his or her designee is the official spokesperson in expressing policy of the Association as determined by the House of Delegates. Unless otherwise provided, the President appoints the chairs and members of committees of the Association.

The President-Elect

Serves a term of one Association year, from June 1 to May 31, chairs the House of Delegates, and performs such other duties as the President may assign, or the duties of the President, should the President become disabled and unable to perform the duties of office.

Finance Committee

The Finance Committee is responsible for the continuing supervision of all of the financial affairs of the Association (except those specifically assigned to the Audit Committee). The Finance Committee prepares the budget for submission to the House of Delegates. The six members of the Finance Committee are appointed by the President. The President, President-Elect, Treasurer and Immediate Past President serve as ex officio members and are entitled to vote on deliberations of the Committee.

NYSBA Committees

The NYSBA Committees listed in the Bylaws have specific functions to perform that are essential to the harmonious operation of the organization. The House of Delegates, the Executive Committee or the President may designate additional committees of the Association. The President annually appoints the members, designates the chairs and fills vacancies in committees of the Association (except as otherwise provided for in the Bylaws).

NYSBA Sections

NYSBA Sections are established by the House of Delegates. Each Section may adopt Bylaws, not inconsistent with the Bylaws of the Association, but such Bylaws become effective only upon approval by the Executive Committee. Each Section may create committees of the Section relating to particular branches of the Section.

RIGHT FROM THE START: RESPONSIBILITIES of DIRECTORS of NOT-FOR-PROFIT CORPORATIONS

Office of the New York State Attorney General
Charities Bureau
28 Liberty Street
New York, NY 10005

(212) 416-8400

RIGHT FROM THE START: RESPONSIBILITIES of DIRECTORS of N0T-FOR-PROFIT CORPORATIONS

Office of the NYS Attorney General
Charities Bureau
www.charitiesnys.com

Guidance Document 2015 - 6, V. 1.0
Issue date: May 15, 2015

The Charities Bureau of the Office of the New York State Attorney General drafted this guidance to assist current and future boards of directors of not-for-profit corporations and trustees of charitable trusts to understand and carry out their fiduciary responsibilities to the organizations they serve. The information in this booklet reflects changes to the Not-for-Profit Corporation Law that were included in the Nonprofit Revitalization Act of 2013.

Charitable organizations contribute enormously to our society. They educate our children, care for the sick, find cures for disease, preserve our literature, art and music for us and future generations, house the homeless, protect the environment and much more. The fiduciaries of those charitable organizations are responsible for managing and preserving the charitable assets that benefit all of us. Whatever their mission or size, all organizations should have policies and procedures established so that (1) members of their boards understand their fiduciary responsibilities, (2) assets are managed properly and (3) the charitable purposes are carried out. A failure to meet these obligations is a breach of fiduciary duty and can result in financial and other liability for the board of directors.

Please read this booklet carefully. It contains general information to assist current and prospective members of nonprofit boards. It outlines some of the duties of board members and points out questions to ask and information to look for when considering and/or fulfilling the responsibilities of board membership. The Charities Bureau also publishes other guidance containing more detailed information on managing a charitable organization and overseeing its assets. That guidance and other publications of interest to board members are posted at www.charitiesnys.com.

This guidance is designed to assist board members by providing them with basic information. It is not a substitute for more detailed information or advice from an attorney, independent certified public accountant or other professional.

►. WHO MAY JOIN A BOARD?

Board members come from all backgrounds, bringing many different talents to the organizations they serve. Anyone over eighteen is legally qualified to serve on a board.

► WHAT SHOULD A PROSPECTIVE BOARD MEMBER KNOW BEFORE JOINING A BOARD?

Anyone thinking about joining a board should consider doing the following *before* joining:

√ Read the organization's certificate of incorporation, application for federal income tax exemption, by-laws and board and committee minutes for at least the last year to learn about its purposes, activities and concerns.

√ Obtain a current list of board and committee members and find out from the board chair and the organization's chief executive and financial officers what is expected of board members.

√ Talk to current and recent former board members to learn about what the board does. In addition, make sure that the board and committee meetings are usually well-attended.

√ If you know of any board members who recently left the board, see if you can find out why.

√ Review the organization's Internal Revenue Service Form 990, 990EZ or 990 PF and, if it has an outside auditor, its audited financial statements for at least the last two years as well as its current internal financial reports to see how the organization uses its assets and to evaluate its financial health. Ask some questions - Is its auditor's report on its financial statements unqualified? Has the auditor sent the organization a management letter identifying issues of concern? Has the Internal Revenue Service recently audited the organization? If so, what was the result to the audit?

√ Obtain an understanding of the internal control structure of the organization and the processes in place to monitor it.

√ Find out if the organization is required to register with the Attorney General's Charities Bureau and, if so, whether it has registered and filed all required reports. Find out if it has filed required reports with the IRS and any other government agencies.

√ Understand the organization's mission, learn about its programs, read its publications, visit its program sites, look at its website and talk to key staff and major donors. Find out about its reputation in the community.

√ Review the organizational chart and understand the accountability structure of the organization. Find out about the employee evaluation and compensation processes and due diligence procedures for entering into material contracts.

√ Make sure there is a conflict of interest policy and that it is provided to and signed by new directors and before they join the organization, and annually to directors, officers, and employees for review and signature annually. Find out how the organization addresses actual or potential conflicts.

√ Find out what committees the board has established and decide which (if any) to join. Make sure the committees appear to be sufficient (audit, investment, budget, finance, compensation, human resources, nominating, governance, etc.). Under New York's Not-for-Profit Corporation Law, corporations required to file an audit with the Attorney General's Charities Bureau must have an audit committee made up of independent directors or the board must assume that function with only independent members participating. Independent directors are members of the board who are not paid by the organization and neither they nor their family members have any financial relationship with the organization.[1]

√ Find out if materials to be considered by the board or its committees are distributed in advance of meetings and whether they provide sufficient information necessary to be part of the stewardship process. Find out how the meetings are structured: by consent agenda or other means.

√ Obtain the current year's budget and cash flow projections. Find out how they compare to actual income and expenses and what processes are in place to monitor these comparisons.

√ Find out whether the insurance coverage appears to be appropriate, including Directors' and Officers' liability and employee fidelity insurance. The latter is particularly important - it is surprising how often embezzlement is discovered.

√ Most important, make sure you are able to devote the time expected of a board member. Understand any responsibilities for fundraising, personal giving commitments and other functions expected of board members. Joining a board without sufficient time to devote to its business is often at the root of troubles faced by boards. A decision to

[1] [1] Section 102(a)(21) of the Not-for-Profit Corporation Law sets forth the definition of Independent Director.

decline an invitation to join a board because you don't have the time to devote to the board should be respected.

√ Learn what training (if any) is provided to board members.

► WHAT ARE THE DUTIES OF BOARDS OF DIRECTORS?

Most nonprofit organizations are created to achieve a specific purpose or purposes, such as making grants to operating charities, setting up a soup kitchen, teaching children to read, providing health care, supporting cultural institutions, preserving the environment, assisting senior citizens or one of the many thousands of other charitable activities conducted in our state and our country. Those purposes, or the mission of the organization, may be described in its certificate of incorporation, by-laws or other constituent document.

If an organization's purposes are not already clearly included in one of its organizational documents, one of the first activities of the board should be to draft a clear mission statement which should correspond to the purposes described in its certificate of incorporation and application for tax exemption submitted to the Internal Revenue Service. Everyone involved with the organization - directors and officers, employees, volunteers, fundraising professionals, and other professionals – should be familiar with and understand its mission. Those individuals plan its future, conduct its programs, raise its funds, make it known to the public, present its financial records to regulatory agencies and others and give it professional advice.

Unless they fully understand why the organization was formed and what it plans to accomplish, board members will not be able to perform their respective tasks appropriately. The mission should be periodically re-assessed and evaluated and amended as needed. Periodic review of an organization's structure, procedures and programs will assist board members in determining what is working well and what practices the organization might want to change in order to be more efficient, effective or responsible.

While the board is not usually involved in the day-to-day activities of the organization, it is responsible for managing the organization and must make decisions crucial to the life and direction of the organization, such as adding or removing board members, hiring and firing key officers and employees, engaging auditors and other professionals and authorizing significant financial transactions and new program initiatives. In carrying out those responsibilities, members of a board of directors must fulfill fiduciary duties to the organization and the public it serves.

Those primary legal duties are commonly referred to as the duties of *care*, *loyalty* and *obedience*. If the organization has affiliates or subsidiaries, the legal duty of impartiality and the duty of fairness to all the charitable interests, may also come into play.

- **Duty of Care**

The *duty of care* requires a director to be familiar with the organization's finances and activities and to participate regularly in its governance. In carrying out this duty, directors must act in "good faith" using the "degree of diligence, care and skill" which prudent people would use in similar positions and under similar circumstances. In exercising the duty of care, a responsible board of directors should, among other things, do the following:

√ The directors as a group, and the officers of the corporation, should exercise their responsibility to undertake reasonable efforts to assure that the organization is operating in compliance with the law. For directors, this means assuring that there is an effective compliance program reporting ultimately to the directors, that there is a policy for protection of whistleblowers which has been communicated to employees, that there are effective internal controls, that there is an effective external audit by an independent auditor, and that allegations of violations of law are investigated and addressed. (Although New York law only requires organizations with over 20 employees and over $1 million in revenue to have a whistleblower policy, smaller organizations might find it helpful to adopt such a policy as well.)

√ Attend board and committee meetings and actively participate in discussions and decision-making, such as setting of policies. Carefully read the material prepared for board and committee meetings prior to the meetings and note any questions they raise. Allow time to meet without senior management present.

√ Read the minutes of prior meetings and all reports provided, including financial statements and reports by employees. Do not hesitate to suggest corrections, clarification and additions to the minutes or other formal documents.

√ Make sure to get copies of the minutes of any missed committee or board meeting, read them timely and suggest any changes that may be appropriate.

√ Make sure there is a clear process for approval of major obligations such as fundraising, professional fees (including auditors), compensation arrangements and construction contracts.

√ Make sure that board minutes reflect any dissenting votes in action taken by the board or that any dissenting vote is expressed in writing by letter to the board. Such records are necessary in order for a board member to disclaim responsibility for any particular decision. Absent board members must do this promptly in writing.

√ Read literature produced as part of the organization's programs.

√ Make sure that monthly financial reports prepared for management are available to the board or finance and audit committees, and that they are clear and communicate the information needed for proper stewardship. Make sure there is an ongoing actual to budget comparison with discrepancies explained.

√ Participate in risk assessment and strategic planning discussions for the future of the organization.

√ Ensure that the organization has addressed the sufficiency of its written internal financial controls and written policies that safeguard, promote and protect its assets and that they are updated regularly, and has considered an employees', officers' and directors' fidelity bond to protect the organization from embezzlement.

√ Assure that the organization has a background check policy for prospective employees.

√ Determine whether or not the organization indemnifies its officers and directors from liability and has directors' and officers' liability insurance. If it does, find out what is covered and what is not. If it does not, find out why.

√ Encourage diversity among board members. Diversity will help insure a board committed to serve the organization's mission with a range of appropriate skills and interests.

√ Be involved in the selection and periodic review of the performance of the organization's Chief Executive Officer, Chief Financial Officer and other key employees responsible for the day-to-day activities of the organization. The board is responsible for ascertaining whether these individuals have the appropriate education, skills and experience to assume a key position; communicating duties, expectations and goals; and then evaluating their performance at least annually, first in an executive session and then with the officer directly.

- **Duty of Loyalty**

Directors are charged with the duty to act in the interest of the corporation. This duty of loyalty requires that any conflict of interest, real or possible, be disclosed in advance of joining a board and when they arise. So that all members are aware of - and avoid - transactions in which the nonprofit's interests are not primary, New York law requires nonprofits to have a written "conflicts of interest" policy. Among the provisions that should be included in such policies are provisions that:

√ Define the circumstances that constitute a conflict of interest;

√ Set forth procedures for disclosing a conflict of interest to the audit committee or the board;

√ Prohibit anyone with a conflict of interest from being present during or participating in the deliberation, voting on the issue that resulted in the conflict, or influencing the deliberation or vote on the issue that resulted in the conflict;

√ Require the nonprofit to document the existence and resolution of each conflict;

√ Require directors to sign annually a statement that identifies entities in which they serve as an officer, director, trustee, member, or employee and with which the corporation has a relationship; as well as any transaction of the nonprofit in which the director might have a conflicting interest.

- **Duty of Obedience**

A board has a *duty of obedience* to ensure that the organization complies with applicable laws and regulations, its mission and its internal governance documents and policies, including:

√ Dedicating the organization's resources to its mission.

√ Ensuring that the organization carries out its purposes and does not engage in unauthorized activities.

√ Complying with all appropriate laws, including registering and filing annual financial reports with the Attorney General's Charities Bureau in New York State, complying with similar laws in other states in which it conducts activities and\or solicits contributions, filing required financial reports with the State Worker's Compensation Board, the State Department of Taxation and Finance and the Internal Revenue Service; and paying all taxes such as Social Security, income tax withholding (federal, state and local) and any unrelated business income tax. Board members may be personally liable for failing to pay employees' wages and benefits, and for failing to withhold, escrow and pay over to state and federal authorities withholding taxes on employees' wages.

√ Providing copies of its applications for tax-exempt status (IRS Form 1023), federal reports (IRS forms 990, 990 PF, 990 EZ) and its financial reports filed with the Attorney General's Charities Bureau to members of the public who request them. Many organizations post their annual reports and other information on the Internet.

► MONITOR FUNDRAISING CONDUCTED ON BEHALF OF THE ORGANIZATION

Many organizations contract with outside organizations or individuals to raise funds on their behalf. Since the fundraiser represents the organization to the public, the selection of a fundraising professional is extremely important. Establishing and following procedures for selection of a fundraiser can avoid future problems. Board members should assess whether management has undertaken reasonable procedures to protect the organization, including:

√ Obtaining bids from several fundraising professionals before entering into a contract. Services and fees differ, and comparing bids will aid in the selection of the best contractor for the organization.

√ Checking with the Attorney General's Charities Bureau to see if the fundraising professionals being considered are registered and have filed all required contracts and financial reports.

√ Asking the Charities Bureau for copies of the fundraising professional's contracts with other charities to determine the services performed for and the fees charged to those charities.

√ Asking the fundraising professional for references. Reputable fundraising professionals should be happy to provide a potential client with the contact information for some of its clients.

√ Contacting some of the fundraising professional's other clients to see if they were satisfied with the services received.

√ Finding out whether the organization's fundraising contracts contain the clauses required by Article 7-A of the Executive Law.

√ Reviewing written solicitations and scripts used by the fund raising professional to make sure that solicitations appropriately describe the organization and its activities, include the name of the organization as registered with the Attorney General and advise potential contributors that they may obtain the organization's financial report from the organization itself or from the Attorney General.

√ Requiring, as mandated by New York law, that the fundraising professional and any of its representatives ("professional solicitors") disclose the name of the specific professional solicitor and the employing fundraising professional and state that the solicitor is being paid to raise funds.

√ When considering engaging a fundraiser to solicit via the telephone, reviewing *Pennies for Charity,* the Attorney General's annual report on telemarketing by professional fundraisers, to see the results of those fundraisers' campaigns.

► MAKE USE OF AVAILABLE RESOURCES

In carrying out their responsibilities, board members should realize that they need not do it alone. Board members should consider the need for advice from professionals or experts to assist them in the performance of their duties, and make appropriate requests for such advice. There are many other resources available to assist nonprofit organizations in fulfilling their fiduciary duties.

Following are some of those resources:

√ **The Attorney General's Web site** – www.charitiesnys.com - posts all forms and instructions for registration and annual filing with the Charities Bureau and publications of interest to nonprofit organizations, including guidance on the Nonprofit Revitalization Act of 2013.

√ **Contact Us** - If the material on the Attorney General's web site does not answer your particular questions -

For questions about nonprofit organizations, contact:
charities.bureau@ag.ny.gov or (212) 416-8401

For questions about fundraising professionals, contact:
charities.fundraising@ag.ny.gov or (518) 776-2160

√ **Other Helpful Web Sites -** Many more resources are available on the Internet and in communities around the state. Links to some of those resources are posted on the Attorney General's web site – www.charitiesnys.com Please note that inclusion of any particular entity should not be construed as an endorsement by the Attorney General of that entity or the services it renders.

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Attorneys at law
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Summary of Non-Profit Board Responsibilities

The definition of the duties of the Board of Directors is largely a matter of state, not federal, law. New York law, like the laws of many other states, defines board responsibilities primarily as broad, general duties with relatively few specifically prescribed tasks. This memorandum summarizes the most common board responsibilities that are either legally required or most frequently recommended. This memorandum is not a comprehensive discussion of board duties and procedures.

Management responsibility. The primary responsibility of the board of directors is to manage the corporation.[1] The law also recognizes that management power may be delegated to officers, employees, and professionals. For example, the law provides that the board may rely in good faith on "information, opinions, reports or statements including financial statements and other financial data" from officers, employees, and outside professionals.[2]

The law also imposes certain duties on the board in carrying out its power to manage the corporation.

> *Duty of care*. The board must act "in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances."[3] Because this standard refers to prudent persons in like positions, the board should evaluate the continuing evolution of nonprofit management and revise its management practices as appropriate from time to time.
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> *Duty of loyalty*. The duty of loyalty requires directors to give undivided loyalty to the corporation and to carry out their duties without bias.[4] It is usually interpreted as the duty to put the corporation's interests above the director's personal interests.[5]
>
> *Duty of obedience*. The duty of obedience obligates directors, in exercising their management power, to be faithful to the purposes of the corporation.[6] This duty is a recognition that the board should seek to further the corporation's own purposes, not other purposes. A corporation's purposes are stated in its Certificate of Incorporation and are often stated in more detail in mission statements and the like. Such statements of purpose should be well understood by the board and should guide board action.

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[1] New York Not-for-Profit Corporation Law ("N-PCL") Section 701(a).
[2] N-PCL Section 717(b).
[3] N-PCL Section 717(a).
[4] See, e.g., *Chelrob v. Barrett*, 293 N.Y. 442 (1944).
[5] See, e.g., *Right From the Start, Responsibilities of Directors and Officers of Not-for-Profit Corporations*, New York State Attorney General publication (2015) pp. 5, 6 ("Right from the Start").
[6] *Manhattan Eye, Ear & Throat Hosp. v. Spitzer*, 186 Misc. 2d 126 at 152 (Sup Ct NY Co 1999).

Manner of taking action. The board acts as a body, either in meetings (which can include meeting by phone or video conference) or by unanimous written consent.[7] Minutes of the meetings, and copies of the unanimous written consents, should be kept.[8]

Annual elections. The board must annually elect directors[9] and officers.[10] Officers have such duties as are provided in the bylaws or by the board.[11] Each director and officer is elected for a term of office and, upon expiration of the term of office, continues in office until a successor is elected.[12]

Financial statements. Within six months after the end of each fiscal period, the board must review an annual financial report, certified by the President and Treasurer or certified by an independent or certified public accountant, containing the following information regarding such fiscal period[13]:

(1) Assets and liabilities as of the end of such fiscal period.

(2) Principal changes in assets and liabilities during said fiscal period.

(3) Revenue or receipts, both unrestricted and restricted, during said fiscal period.

(4) Expenses or disbursements, for both general and restricted purposes, during said fiscal period.

The law does not require the board to review financial reports more often than annually, but interim financial reporting to the board is often recommended.[14] Similarly, the law does not require the board to adopt or approve an annual budget, but it is often recommended as well.[15]

Annual IRS Form 990. The board should review a copy of the IRS Form 990 (annual return).[16]

Accounting and audit oversight. The financial accounting and reporting processes of the corporation, including the audit, must be overseen by the board, acting through independent directors or an audit committee.[17]

Compensation transactions. New York law requires the board to approve, under the standards in the statute, any transaction that the corporation engages in if a director, officer, or key person has a "financial interest" in the transaction.[18] Similarly, federal law prohibits transactions in which corporate insiders, such as directors, officers, key employees, and anyone with substantial influence, may receive excessive benefit or compensation from the corporation and encourages boards to review transactions in order to prevent such excess benefit.[19]

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[7] N-PCL Section 708.
[8] See, e.g., *Right from the Start*, p. 5.
[9] N-PCL Section 703(a).
[10] N-PCL Section 713(a); Bylaws Art. IV., Section 4.02.
[11] N-PCL Section 713(e).
[12] N-PCL Sections 703(c) (directors) and 713(c) (officers).
[13] N-PCL Section 520; see also Section 513 (restricted funds report).
[14] See, e.g., *Right from the Start*, p. 6.
[15] Id.
[16] See Question 11a, IRS Form 990 Part VI.
[17] N-PCL Section 712-a.
[18] N-PCL Section 715.
[19] See Internal Revenue Code Section 4958 and implementing regulations.

Policies.

Conflict of interest. The board must adopt a policy containing provisions for identifying, reviewing, and resolving conflicts of interest and related party transactions among directors, officers, and key persons.[20]

Whistleblower. If the corporation has at least $1,000,000 in revenues and twenty or more employees, the board must adopt and oversee compliance with a policy to protect directors, officers, employees, and volunteers from retaliation for reporting in good faith suspected illegal or fraudulent conduct or violations of policy.[21]

Investment policy. If the corporation holds funds for investment, the board must adopt an investment policy.[22] Funds used in program activities are not considered investments.[23] The law also prescribes various standards for the investment and management of investment funds.[24]

Other policies. Other policies are indicated by common practice or recommended by the IRS or the New York Attorney General, such as a compliance program, document destruction policy, joint venture policy, and financial controls.[25]

Real estate transactions. Any purchase, sale, mortgage, lease, or other disposition of real property by the corporation must be approved by the board and, if the property would be substantially all the assets of the corporation, a two-thirds vote of the board is required, or a majority of the entire board if the board has twenty-one or more members.[26]

Other corporate transactions. The board must also approve transfers of all or substantially all the corporation's assets, amendments of the Certificate of Incorporation, merger, and dissolution.[27]

Programmatic responsibilities. Many specific board duties focus on financial matters, as can be seen from the above discussion and cited authority. But the management power of the board, as discussed above, is not specifically limited to financial matters, and indeed the duty of obedience refers to the corporation's purposes, not to the corporation's finances. Accordingly, a board, exercising the duties of care and obedience, should also devote a like amount of attention to the programs and activities of the corporation and the degree to which they accomplish the charitable purposes of the corporation. The law does not dictate how they should do that. Thus, the board has much latitude in determining how best to develop and monitor programs and activities.

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[20] N-PCL Section 715-a.
[21] N-PCL Section 712-b.
[22] N-PCL Section 522(f).
[23] N-PCL Section 551(e).
[24] N-PCL Art. 5-A, also known the New York Prudent Management of Institutional Funds Act.
[25] See, e.g., IRS Form 990 Part VI and *Right from the Start,* p. 5.
[26] N-PCL Section 509.
[27] N-PCL Sections 510, 802, 903, 1002.

CODE OF CONDUCT
OF THE
NEW YORK STATE BAR ASSOCIATION
(Adopted June 20, 2009; amended June 21, 2014)

A. Introduction

The purposes of the New York State Bar Association include elevating the standards of integrity, honor and courtesy in the legal profession, as well as promoting the public good and advancing the interests of the legal profession. Members of the Association carry out these purposes on a volunteer basis by their participation in the Association. This Code is intended to assist members in carrying out the purposes of the Association in accordance with the law, the Rules of Professional Conduct, and the high ethical standards the Association espouses.

B. Applicability

This Code applies to all officers, members of the Executive Committee, members of the House of Delegates, and all other members of the Association who: (1) participate in any business decision, as defined in Section D (2) (a) below, of the Association or any of its sections, committees or task forces, or (2) hold a position entitling them to vote on a position or policy of the Association or any of its sections, committees or task forces ("Officers or Other Members").

C. Other Mandates

The Association and its members are subject to various federal and state laws, rules and regulations. In addition, those members practicing in New York are subject to the Rules of Professional Conduct and those members practicing in other jurisdictions are subject to similar rules of professional conduct. In the event of a conflict between the provisions of this Code and such other authorities, the latter shall control, except for matters concerning conflicts of interest.

D. Financial Conflicts of Interest Policy

1. Fiduciary Duties of Officers and Other Members with Respect to Financial Issues

    a. The purpose of this Financial Conflicts of Interest Policy is to protect the Association's interests when it enters into a transaction or arrangement that might benefit the personal financial interests of an Officer or Other Member who participate in conducting the business of the Association. Officers and Other Members have a fiduciary responsibility to the Association in connection with transactions or arrangements of the Association which includes a duty of care and a duty of loyalty.

    b. The duty of care concerns an Officer or Other Member's competence in performing his or her responsibilities in connection with transactions or arrangements of the Association ("Responsibilities"). The Officer or Other Member must carry out his or her Responsibilities with that degree of diligence, attention, care and skill that a reasonable prudent person would exercise under similar circumstances.

c. The duty of loyalty requires that an Officer or Other Member act in good faith and in a manner they believe to be in the best interests of the Association when performing their Responsibilities. The duty of loyalty forbids self-dealing and usurpation of corporate opportunities.

2. Rule on Related Party Transactions

   a. A "Related Party Transaction" means any transaction, agreement or any other arrangement in which an Officer or Other Member, or any Related Party with respect to such individual, has a financial interest, and in which the Association or any affiliate of the Association is a participant.

   b. The Association shall not enter into any Related Party Transaction, unless the following occur:
      (i) The Audit Committee determines that such transaction is fair, reasonable, and in the Association's best interest;
      (ii) With respect to Related Party Transactions in which an Officer or Other Member (or any Related Party thereof) has a substantial financial interest, the Audit Committee (A) considers, prior to entering into such transaction, alternative transactions to the extent available, (B) approves such transaction by a majority vote of the committee members present at the meeting, and (C) the Audit Committee contemporaneously documents in writing the basis for its approval, including considerations of any alternative transactions.

3. Conflicts of Interest

   a. Except in compliance with this Policy, an Officer or Other Member may not act in carrying out this or her Responsibilities or enter into a Related Party Transaction if those actions involve a conflict of interest. A conflict of interest arises, for example, when an Officer or Other Members has a personal financial interest, which affects the objectivity of that individual in performing his or her Responsibilities on behalf of the Association or conflicts with the best interests of the Association.

   b. Each member of the Executive Committee, Finance Committee, and Audit Committee of the Association shall annually complete, sign and submit to the Secretary of the Association a written statement (i) identifying any entity of which such individual is an officer, director, trustee, member, owner or employee and with which the Association has a relationship and (ii) any transaction in which the Association is a participant and in which such individual might have a conflict of interest. Each member of the Executive Committee, Finance Committee and Audit Committee shall, prior such individual's initial election, complete, sign, and submit to the Secretary of the Association a questionnaire identifying any entity or transaction with which such person might have a conflict of interest.

c. Immediately upon an Officer or Other Member learning of a Related Party Transaction between such individual (or his or her Related Party) and the Association or other potential conflict of interest ("Interested Member(s)"), an Interested Member prior to participating in such matter, shall notify the Association's attorney (or such other Association attorney as may be designated by the Executive Director) (the "Counsel") in writing, fully describing all material facts of such matter. The Counsel shall disclose to the Audit Committee all Related Party Transactions or other potential conflicts of interest reported to her or him under this Policy.

d. Interested Members shall not be present at or participate in a committee deliberation or vote on the matter giving rise to such conflict, but may, at the option of such committee, be present prior to the vote or discussion of the vote to make a factual presentation to such committee, disclose additional facts or respond to questions, provided, however, that Interested Members shall not attempt to influence the deliberation or voting on the matter giving rise to such conflict.

e. The minutes of any committee meeting during which a Related Party Transaction or conflict of interest is discussed shall document the existence thereof, any action taken to determine where a conflict of interest was present, the committee's determination whether a conflict of interest existed, and a decision on whether the transaction shall be approved notwithstanding the conflict.

4. Rule on Receipt of Gifts

   No Officer or Other Member who participate in conducting the business of the Association shall solicit or accept any gift, either in cash or in kind, where it could reasonably be inferred that the gift was intended to obtain a benefit from the Association; provided, however, that gifts valued at less than $100 shall be presumed not to have been given for this purpose.

E. Confidential Information

Officers and Other Members who acquire confidential information of the Association in connection with their Association activities shall not disclose or use such information other than for the benefit of the Association and shall maintain the confidentiality of such information when such information is not generally available and is not intended to be disseminated beyond the Association. Such confidential information includes, but is not limited to: non-public information regarding Association employees; proprietary and business information; financial information; product or marketing plans; technical information and computer source codes; information about litigation; contracts and sponsorships or royalty agreements; and membership lists.

F. Antitrust Policy

The Association is subject to both federal and state antitrust laws. The Association is committed to obeying the letter and spirit of these laws. Accordingly, officers or other members acting on the Association's behalf and all other members participating in Association activities shall take whatever steps are necessary to ensure that the member shall not violate or cause the Association to violate these laws.

G. Reporting Suspected Violations (Whistleblower Policy)

1. The purpose of this Whistleblower Policy is to protect from retaliation any Officer or Other Members, who in good faith, report any action or suspected action taken by or within the Association that is illegal, fraudulent, or in violation of policy of the Association.

2. Any Officer and Other Members who possess knowledge or suspect that any other Officer or Other Members or staff have engaged in conduct while acting on behalf of the Association that raises a substantial question as to whether such person has violated the law, this Code or other policies of the Association, including procedures for preserving the confidentiality of reported information, may make a confidential report of such suspected misconduct to the Counsel ("Whistleblower Reports"). The Association does not permit retaliation against any Officer or Other Member who, in good faith, reports a possible violation of laws, the policies of the Association, including this Code or the Business Conduct Standards. Any Officer or Other Member found to have been involved in improper retaliation shall be subject to sanctions as described in Section H.

H. Administration

The Executive Committee shall appoint a special committee consisting of three or more former Presidents of the Association to administer, investigate and make a recommendation concerning disposition of any reported alleged violation of a provision of this Code, including Whistleblower Reports. Any alleged violation or Whistleblower Reports shall be referred to the special committee and shall not be disclosed to the Executive Committee unless and until the special committee submits a recommendation to the Executive Committee under the procedure set forth in this section. The special committee shall notify the alleged violator, if such notice has not previously been given, describing the alleged violation of the Code or Whistleblower Report, and provide such alleged violator with a fifteen day period in which to submit a written response setting forth information relating to the activities cited in the Whistleblower Reports or as an alleged violation. If the special committee thereafter makes a determination that further inquiry is justified, it shall give the alleged violator an opportunity to be heard. If the special committee determines at any time that there has been no violation, it shall so advise the alleged violator and the complainant. If the special committee determines that there has been no violation, all of the foregoing shall be confidential. Absent such determination, the special committee shall submit its recommendation to the Executive Committee, and the Executive Committee may have access to all material considered by the special committee. If the Executive Committee finds that a violation of the Association's policies, including the Code, has occurred, or a violation of law may have occurred, the Executive Committee may impose such sanctions as it deems fair and appropriate.

Any member may seek the guidance of the Counsel with respect to any question that may arise under this Code, and may request a written opinion; provided, however, that in providing any written opinion or other advice, the Counsel shall act only as counsel to the Association and shall advise the member accordingly. Any member who receives a written opinion from the Counsel after having fully revealed all relevant facts may not be sanctioned by the Association for acting pursuant to such advice.

I. Effective Date and Amendment

This Code shall become effective ninety days after adoption of a resolution by the House of Delegates approving the Code. Upon approval, it shall be published on the Association's web site. The Code may be amended from time to time by approval of a resolution by the House of Delegates. The Audit Committee shall review the Code at least once every three years to determine whether any amendments should be proposed.

NEW YORK STATE BAR ASSOCIATION
RULES OF THE HOUSE OF DELEGATES
ADOPTED JANUARY 24, 1973; AMENDED APRIL 13, 1991; AMENDED NOVEMBER 5, 2022

1. Chair of the House of Delegates
   (a) The President-Elect shall be the Chair of the House of Delegates. In the absence of the President-Elect, the President shall preside, and in the absence of the President and President-Elect, the Vice-President with seniority of membership shall preside. In the absence of the President, the President-Elect, and all Vice-Presidents, the senior member of the House shall preside.

   (b) The Chair of the House of Delegates shall:
      (1) Ensure that meetings are conducted in an orderly manner.
      (2) Decide questions of order and procedure.

   (c) The Chair of the House of Delegates may:
      (1) Change the order of business at any meeting.
      (2) Limit the time of debate or discussion on any matter of business.
      (3) Call for a vote on any matter before the House.

2. Meetings of the House of Delegates
   (a) Unless otherwise ordered by the House, regular meetings shall be held at the time and place designated by the Chair of the House of Delegates, but in no event less than four times in each year including one meeting to be held in conjunction with the Annual Meeting of the Association.

   (b) Any meeting of the House of Delegates may be called at any time, subject to the notice requirements of the Bylaws and subsection c below, by:
      (1) The President-Elect
      (2) The President
      (3) The Executive Committee
      (4) The Secretary upon the written request of at least 25% of the delegates; provided, however, that the Secretary shall not be required to call such meeting to consider any matter which was considered and acted upon at a meeting of the House held within the previous twelve meetings.

   (c) Notice of any meeting of the House of Delegates shall be sent by the Secretary not less than 15 days prior to the time fixed for such meeting. Notice of any meeting shall be deemed sufficient when written notice of the time and place thereof is given by mail, email, or other electronic transmission by the Secretary to each member of the House of Delegates on or before the 15th day prior to such meeting.

3. Order of Business

(a) The Chair of the House of Delegates shall determine the order and priority of business at a meeting. A written agenda shall be sent by mail, email, or other electronic transmission by the Secretary to each delegate not less than 15 days prior to the time fixed for the meeting, but additions or deletions may be made to the agenda by the President-Elect, the President, or the Executive Committee.

(b) Unless permitted by the Chair of the House of Delegates, no resolution may be proposed by a delegate for action at a meeting unless such resolution has been submitted in writing to the Chair of the House of Delegates and the delegates at least 15 days prior to such meeting.

(c) Delegates shall notify the Chair of the House of Delegates, in writing, by the end of the business day Wednesday prior to the meeting should they intend to introduce a matter of new business or make a motion to table a report or resolution, unless the Chair of the House of Delegates determines that the motion will be heard without such notice.

(d) If no member has risen in opposition or requested to speak in opposition to a report or resolution, then the Chair of the House of Delegates may invoke the rules of limited debate, limiting comments to no more than three speakers.

(e) With the exceptions noted below, no delegate shall speak more than three minutes at one time or more than once at the same session upon the same question unless such member obtains the consent of the Chair of the House of Delegates, or a majority of the delegates present at the meeting. The main motion and amendments shall be deemed separate questions. The person presenting the matter under discussion shall have the right to close the debate on that matter. The Chair of the House of Delegates may adjust the length of time for making oral presentations if in his or her judgment the conduct of the business of the House so requires, but such limitations may be removed by majority vote of the delegates present at the meeting.

(f) Without limitation on the other powers of the House, the House may by majority vote refer any matter coming before it to the Executive Committee or other committee, section, or task force of the Association for further consideration.

(g) Voting shall be by voice vote, unless the Chair of the House of Delegates directs a division of the House, or, if the delegate is participating remotely, by polling through the videoconference software.

(h) Robert's Rules of Order, Newly Revised shall govern meetings of the House, except as otherwise provided in these Rules or the Bylaws.

4. Persons in attendance at meetings of the House of Delegates
Meetings of the House shall be open to attendance by members of the Association unless the Executive Committee or the delegates vote to exclude non-delegates from a specified meeting. The Chair of the House of Delegates in his or her discretion may permit attendance at meetings of the House of Delegates by members of the press or members of the public. No non-delegate shall be heard by the House unless requested to speak by the Chair of the House of Delegates or upon the vote of two-thirds of the delegates present at the meeting, provided that such non-delegate shall first disclose the representative nature of his or her appearance, including the name of any client or principal whose interests the non-delegate may represent.

5. Amendments
The Rules of the House of Delegates may be amended at any meeting of the House by a vote of two-thirds of those present, provided that 15 days previous notice in writing of the proposed amendment shall have been given to the delegates.

NEW YORK STATE BAR ASSOCIATION

FINANCE COMMITTEE

FINANCIAL POLICY FOR SECTIONS OF THE ASSOCIATION
Effective July 1, 1977 – As Amended Effective June 27, 2023

A. PURPOSE

These guidelines are intended to assist the orderly administration of the financial affairs of sections by furnishing section chairs with a convenient reference concerning policies and procedures. It is the purpose of the Finance Committee to establish reasonable policies governing budgets and adjustments, control of funds, travel expenses, deficits and surpluses, and expenditures for publications. These are based on the premise that sections shall generally be self-governing and financially self-sustaining.

B. GENERAL

1. As warranted, sections may be financed entirely or partially by the Association, as when a section is newly-established, or Association funds are required to cover an unanticipated deficit. Under such circumstances, which are analogous to Association funding of committees, the Financial Policy for Committees of the Association shall be applicable.

2. The principle that established sections shall be self-sustaining means that the regular operation of such sections shall be financed entirely by the dues and revenue-producing activities anticipated in an annual budget. It is the responsibility of individual sections to fix dues at a level where, combined with other expected revenues, sufficient funds will be generated to finance section activities. However, under proper circumstances, Association funds may be made available to a section, such as to defray all or part of the expenses of a program or activity beneficial to the entire Association, or the Bar generally. The section chair or fiscal officer should contact the Executive Director for assistance in submitting a request for such funding.

C. BUDGET PROCEDURES

1. Although the Association year is structured on a June 1 – May 31 basis, the Association budget is based on the calendar year. The budget for any given calendar year is prepared by the Finance Committee and submitted for approval by the House of Delegates at the November meeting immediately preceding the calendar year for which the budget is to take effect. Section budgets, therefore, are required to be administered on a calendar year basis for inclusion in the annual Association budget.

2. For convenience in dealing with the Senior Director of Finance and Finance Committee on budgetary matters, each section should designate a fiscal officer, which post may be filled by the section chair.

3. Section chairs and fiscal officers shall be responsible for the preparation of proposed budgets for their respective sections. Necessary instructions and the timetable for submission of such proposed budgets shall be forwarded to each chair and fiscal officer by the Senior Director of Finance of the Association.

4. In the absence of a submitted budget, the Senior Director of Finance, under the supervision of the Executive Director, shall prepare a proposed budget for submission to the Finance Committee based upon such information as may be available.

5. The Finance Committee shall approve income and expense budgets for each section as part of the Association budget, and such shall become applicable for the next calendar year upon approval by the House of Delegates.

6. Should the Finance Committee materially alter the proposed budget of any section, the Executive Director shall promptly notify the section chair or fiscal officer of such change.

D. CONTROL AND EXPENDITURE OF SECTION FUNDS

1. No section shall have funds or bank accounts of its own, as all transactions connected with section activities shall be reflected in the appropriate Association accounts.

2. All funds received by a section shall be remitted to the Association, and all expenditures on behalf of a section shall be paid by check of the Association.

3. Payment is not authorized for expenditures incurred by any section except as provided for in the budget of such section. Prior to drawing an Association check for payment of any section expenditure, the Senior Director of Finance shall verify that such expense is a budgeted item and sufficient funds remain for such purpose.

4. Charitable contributions of Association funds by sections are unauthorized, and any individuals making such commitments shall be personally liable therefor, with the following exceptions:

   a. Sections may make a memorial contribution in an amount not to exceed $200 to The New York Bar Foundation or other suitable charity in connection with the death of a current or former section officer, member of the section’s Executive Committee, or member who has served the section with distinction, but only with prior authorization of either the Treasurer or Chair of the Finance Committee. In reviewing any request, the Treasurer or Chair of the Finance Committee should seek to give due deference to the wishes of the section and shall consider factors including the amount of the requested contribution, the financial condition of the section and the role of the deceased person within the section.

b. With the prior authorization of the Finance Committee, sections may make donations to The New York Bar Foundation or to other appropriate 501(c)(3) charitable entities or to or for the benefit of such other entities as the Finance Committee shall approve. In reviewing any request, the Finance Committee shall consider factors including, but not limited to, the amount of the requested donation, the financial condition of the section, and whether the proposed donation is for a purpose that is consistent with the goals of the Association and the section or would benefit the section's substantive area of interest. By way of example, but without limitation, such purposes might include programs to benefit the legal profession or public understanding of the law, a capital campaign fund for purposes beneficial to the New York State Bar Association, or internships or studies related to the section's substantive field.

5. a. Unless otherwise approved in advance by the Finance Committee, sections may not reimburse officers, members or speakers for time spent by them or any partner, associate, paralegal or other employee in connection with section activities.

   b. Except in exigent circumstances, sections shall utilize the resources of the Association for the reproduction and distribution of written materials to section members. Should section officers or members duplicate and mail or fax materials from their office, the expenses incurred will be reimbursed by the Association only if there is funding in the section budget for this purpose and upon submission to the Senior Director of Finance of documentation as to the actual duplication and mailing or fax costs, and in no event will reimbursement for photocopying exceed the lesser of $.05 per page or actual cost; and expense for faxing will be reimbursed at actual cost. There will be no reimbursement paid for word processing or other document production costs.

6. a. Sections should structure fees for programs and other functions, or augment fees by means of sponsorship income, to operate such events on a financially self-sustaining basis to minimize the extent to which funds derive from the dues of non-attending section members are used to sustain such events. Should estimated costs for a program or event exceed proposed revenues, or if other circumstances exist, such as the poor overall financial condition of the section, the Finance Committee may require the section to adjust the proposed fee or otherwise augment revenues.

   b. The cost of travel for the staff of the Association to attend section meetings and events will be reimbursed to the Association by the section for which the travel was incurred. Reasonable travel expenses include but are not limited to airfare, train or bus fares, taxi or other ground transportation, tolls and parking charges, plus a mileage allowance at a rate determined annually by the Finance Committee for one driving his or her own vehicle, and charges for meals and overnight hotel or motel accommodations.

E. REIMBURSEMENT OF TRAVEL EXPENSES

1. Section Members

a. Each section may establish guidelines defining travel expenses subject to reimbursement and members eligible therefor, within the limitations of the following policies regarding amounts, travel distances and allowable expenses:

1. Reimbursable travel expenses shall be those of a member who travels from home or office to a meeting exclusive of the summer, fall or annual meetings of the section and shall consist of coach class airfare, train or bus fares, taxi or other ground transportation costs; or tolls and parking charges, plus an allowance at a rate per mile determined annually by the Finance Committee, for one driving his or her own vehicle; and charges for meals, and overnight hotel or motel accommodations. Charges for services such as spa treatments, in-room entertainment, dry cleaning/laundry and other charges not related to NYSBA will not be reimbursed.

2. The expenses to be reimbursed to a member shall be the actual expense incurred, or a fixed dollar amount to be determined annually by the Finance Committee, whichever is less.

3. The Chair of the International Section may be reimbursed for a business class airline ticket for international travel greater than four hours if the Section is willing to absorb the cost and has the budget to do so.

b. Such guidelines shall be submitted to the Finance Committee for approval.

c. Travel expenses subject to reimbursement shall be a designated line item in section budgets.

d. Sections may apply to the Finance Committee for a variance from the above policies should same be warranted by special circumstances, and the determination of same shall rest in the discretion of the Finance Committee based upon a showing of good cause by the applying section. In considering such applications, the Finance Committee will generally look with favor on those intended to encourage active participation in section activities by members employed by government agencies, public interest entities, or law schools.

2. Speakers at Section Programs

a. Sections shall be permitted to reimburse the reasonable expenses incurred by speakers who are not members of the section or are members of the section not engaged in full-time private practice in attending section programs. The reimbursement of expenses incurred by other section members who are speakers at section programs shall be limited to those expenses, as defined in subdivision (E)(1), except the restriction as to summer, fall or annual meetings shall not apply.

b. Sections may pay an honorarium to speakers, but only with prior authorization from the Treasurer or Chair of the Finance Committee. In reviewing any request, the Treasurer or Chair of the Finance Committee shall consider factors including, but not limited to, the amount of the requested honorarium, the financial condition of the section, the nature and purpose of the event, the location and likely attendance, the nature of the speaker – i.e., whether for substantive or entertainment purposes, and the overall benefit that the speaker may contribute to the program or function. In making a determination, the Treasurer or Chair of the Finance Committee will give due deference to the wishes of the section, but will look most favorably on speakers geared towards enhancing the professional development of section members, with honoraria to entertainment-type speakers being reserved for special circumstances.

F. MEETINGS

1. It is important that meetings, especially destination meetings, be planned and executed in a fiscally sound manner. Destination meetings are typically larger multi-day meetings, but may be only one day, that are held at a hotel or similar paid location that is selected by the Section, and may take place anywhere in New York State, around the Country or the world. Destination meetings have a CLE component and are usually held in the Spring, Summer or Fall.

   The guidelines and policies set forth below in this Part F seek to manage and preserve both Section and Association finances and resources, recognize the time and expense incurred by members to attend in-person meetings and the significant Staff time required to prepare for destination meetings (typically an expense borne by the Association rather than charged to the Sections), while also acknowledging and encouraging the efforts of Section leaders and volunteers to create meetings that enhance the value of Section and Association membership to members.

2. Meeting budgets should balance, with rare exceptions such as where a planned deficit can be justified as an appropriate use of Section surplus funds to promote and grow Section membership and diversity, as part of a series of meetings whose budgets are balanced in the aggregate, or on other appropriate grounds, and should be based on realistic assumptions.

   a. Attendance and sponsorship expectations should align with past Section experience for similar meetings or be justified by firm commitments.

   b. Expenses should include all reasonably anticipated costs, including venue costs, food and beverage, room blocks, transportation, local staff, audio-visual costs, and Association Staff travel and lodging expenses that are the Section's responsibility under Section 6.b. of Part D of this Policy. Section Liaisons, who have experience and training in planning destination meetings, should be involved to ensure that all likely expenses are considered.

   c. Expenses generally, and reception and meal costs in particular, should be reasonable.

   d. Evaluations, head counts, and profit/loss from prior meetings, as well as anticipated venue and other costs, should be reviewed prior to preparation of the meeting budget.

e. A contingency for unexpected costs should be included in most cases.

f. Meeting budgets should be approved by the Section Executive Committee or Section officers, where appropriate, before being submitted for approval to the Finance Department.

g. All meeting budgets must be approved by the Finance Department. Budgets for destination meetings with an expense budget in excess of $100,000 will in the ordinary course be provided to the Finance Committee Chair (or, if unavailable, to the Treasurer) and may be referred on a case by case basis to the entire Finance Committee for its approval. The budget review process will take into account the basis for attendance and sponsorship projections, the reasonableness of anticipated expenses, the extent of Association staff support required in light of the expected attendance and other anticipated benefits of the meeting, the track record of the particular Section in conducting prior destination meetings successfully and in stewarding its finances generally and the size of its accumulated surplus.

3. After the budget is approved, venue and other contracts should be finalized with the assistance of experienced and trained Association staff, who can help in avoiding unanticipated costs and in keeping agreed costs reasonable. All contracts must be reviewed and approved by the Association General Counsel. The Association is the legal entity and so must be the contracting party; contracts may not be signed by Section officers.

4. Upward departures from approved budgets at destination meetings are discouraged. Additional expense items in excess of $7,500 or 10% of the approved budget, whichever is less, require advance approval before being incurred, except for truly exigent circumstances. Approval may be requested from the President or President-Elect, if one of them is in attendance at the meeting, the Treasurer, or the Finance Committee Chair. The Section Chair should approve requests for such departures in advance, unless circumstances make the Chair unavailable, in which case another Section officer should approve.

5. Sections should generally meet in accessible and affordable locations that are cost effective with due regard to (1) the cost to volunteers/members and (2) costs to staff, while maximizing the overall benefit to its members, with due consideration to the benefits of meeting in a particular location.

a. Groups are encouraged to:

(i) Employ Zoom, or other web-based meeting tools to accomplish their work.

(ii) Where a meeting is held in person, consider the desirability of enabling remote participation, ideally using a venue that can provide such facilities without charge, such as a law firm, or the Bar Center in Albany, and

(iii) Consider the effect of holding meetings where members are asked to bear the expense, as the inability to bear the expense may fall disproportionately on young lawyers, solo or small firm practitioners, lawyers in corporate law departments, government lawyers, and judges, and may result in less diverse or inclusive participation. In addition, Section members should be apprised of the opportunities for Tuition Assistance for programming.

b. Except where there is a successful history of doing so, where a Section proposes to hold more than one destination meeting in a given year (outside of venues like the Bar Center and law firms), the reasons for doing so should be clearly delineated, and the expectation for success in both financial terms and attendance justified in conjunction with the Section's proposed budget when it is submitted for approval as described above.

c. Planning of destination meetings should begin as early as practicable and, to the extent possible, 12-18 months before the meeting. Especially for meetings taking place in new or comparatively expensive destinations for a Section, Sections are encouraged to survey their members to gauge interest in and willingness to attend a meeting at a particular location. Past experience of Sections or the Association in certain venues and locations, along with past contracts, should be reviewed.

d. Section officers and members of small Executive Committees should be committed to attending in person; members of large Section Executive Committees should be encouraged to attend. Other than meetings that are intended to provide training or other benefits to Section or Association members or others outside of the Executive Committee, if a significant number of Section officers and Executive Committee members are not planning to attend, the meeting should be re-evaluated.

e. Sections are encouraged to work together to collaborate on themes/topics for jointly held meetings.

f. Sponsorship can greatly help offset expenses and should be encouraged. Sponsors/vendor/exhibitors generally prefer high meeting attendance for exposure. Joint meetings with other Sections or Committees can enhance attendance and reduce per person expenses. Planning an in-person destination event at a hotel or similar paid venue for fewer than 50 people should be avoided, absent special circumstances.

g. Sections should work with their Section Liaisons on the scheduling of meetings to avoid multiple meetings occurring during the same time period. Such overlaps create a strain on available staff time, and, where meetings may have appeal to common interests, can reduce attendance. For the same reason, scheduling overlap with similar meetings of other bar associations should be avoided where possible.

h. Sections are encouraged to host meetings at the Bar Center in Albany where appropriate to lower overall expenses, capitalize on Association technology capabilities, and reduce the burden on staff. Alternatively, other free or low-cost facilities with technology capabilities should be considered, such as host law firms. Experience has shown that the availability of technology for hybrid meetings can greatly boost attendance.

6. **CLE Programming Planning**

a. Section programming should be developed in consultation with the CLE department to meet the needs of the Section and its members.

b. The number of proposed programs delivered by each Section or Committee should be determined with due regard to creating member value, considering, among other factors, the number of Section members, the level of interest in the proposed topics, the development of realistic balanced budgets, and due regard to the demands on staff time and resulting cost to the Association, both in terms of financial expense and use of staff resources..

c. Niche or specialty programs for smaller audiences should be evaluated together with the Associate Executive Director, who should determine in conjunction with the Section whether to have the program recorded, offered online, offered live, or offered on a hybrid basis at a low- or no-cost venue such as the Bar Center or a law firm.

d. Most CLE programming, other than in conjunction with a seasonal or other major meeting, should continue to be virtual or hybrid at low- or no-cost venues. In-person CLE programs gatherings should generally be reserved for destination/off-site meetings or smaller events with a significant networking element, where there is a significant benefit to in-person contact. This will result in minimizing overall financial and staff resource costs to the Section, Committee, or Association.

e. CLE planning should take place throughout the course of the year, in order to maximize the offering of timely events. Wherever possible, programs should be finalized and scheduled no later than 60 days before a program is to be held to minimize the burden on staff and maximize the opportunity for marketing and promoting the program.

f. Ideally, a Section or Committee should work together with the CLE department to map out quarterly or bi-annual plans for programming, so we can optimize the overarching calendar and allocate resources properly.

7. **Ongoing Needs**

a. Section leaders must be mindful that the Association has limited staff resources, typically 1 liaison for every 2 Sections (3 Sections in limited cases) and designated liaisons for standing committees.

b. Staff support for small meetings or Zoom arrangements should be planned out in advance with the Section liaison and requirements for liaison involvement at the meeting should be limited.

c. Whether it’s working on an agenda, planning a meeting, or scheduling an award, NYSBA staff should work with Section or Committee leaders and program chairs on building relevant and requisite timelines that should be adhered to by the Section or Committee. A great deal of time is spent on last minute requests and projects that could have been avoided. Such last-minute demands are inefficient and take away scarce staff time and resources from the needs of other Sections and Committees.

8. In allowing complimentary attendees other than speakers, sections shall be limited to the chair of the section and the program chair to minimize expenses for which there is no offsetting income.

9. The payment of speakers' expenses shall be governed by subdivision (E)(2) of this policy.

G. ADJUSTMENTS AND SUPPLEMENTS TO SECTION BUDGETS

1. During the calendar year, the section fiscal officer or chair may transfer unexpended or uncommitted funds from one budget line item to another, upon advice of the Senior Director of Finance that such funds are available and that the transfer does not change the section's overall budget. The Senior Director of Finance should also be given written notice of the transfer to ensure the accuracy of the Association accounts.

2. Should a section without any existing surplus require additional funds during the course of the year, approval for same may be obtained upon consent of the following:

   a. The Executive Director for amounts up to $200;

   b. The Association Treasurer and the Chair of the Finance Committee for amounts between $200 and $1,500;

   c. The Finance Committee for amounts exceeding $1,500.

H. DEFICITS AND SURPLUSES IN SECTION ACCOUNTS

1. The following rules concerning surpluses and deficits are designed to assist sections in operating on a self-sustaining basis annually, by permitting the accumulation and use of surplus funds to offset unexpected deficits or to finance special projects.

2. A section may accumulate a reasonable amount of surplus funds which may be carried forward from year to year. While no specific amount or time limitation is placed on the accumulation of surplus funds, the Finance Committee reserves the right to establish limitations, as warranted, on the amounts which may be accumulated, the duration for which such funds may be held, and purposes for which they may be expended. Should a section, in the opinion of the Finance Committee, accumulate an excessive surplus over several years in proportion to the section's annual budget, the Finance Committee will consult with the section chair and fiscal officer to determine appropriate means for reducing the surplus in future years.

3. By allowing sections to retain surplus funds, the Finance Committee intends that such accumulation should be for long-term purposes designed to benefit the majority of section members, such as the development of educational materials or programs or the financing of studies relating to the section's area of interest. Sections are specifically discouraged from proposing the expenditure of funds merely to use an accumulated surplus, especially if such purpose is of limited benefit or duration.

4. Sections are expected to expend funds from the current annual budget for projects before surplus funds may be utilized for such purposes. Authorization for the expenditure of surplus funds may be obtained upon consent of the following:

   a. The Finance Committee for expenditures incorporated in the section's annual budget.

   b. In all other situations, by the Executive Director for amounts up to $2,000, the Association Treasurer and Chair of the Finance Committee for amounts between $2,000 and $5,000, and by the Finance Committee for amounts exceeding $5,000.

5. Deficits in section budgets shall be carried forward from year to year, and any surpluses occurring in subsequent years shall be applied first to offset such deficits before the balance may be utilized to fund special projects.

6. The proposed budget of any section which has incurred deficits for two successive years will be reviewed carefully by the Finance Committee, in consultation with the section chair and fiscal officer, so that appropriate measures may be taken to avert continued deficits.

I. RECONSIDERATION AND APPEALS

Denials of any portion of a proposed budget, requests for changes in line items or amounts, or requests for additional funds, may be appealed to, or reconsidered by, the Finance Committee upon request of the section chair. A further appeal to the Executive Committee of the Association may be taken from a decision of the Finance Committee. In either instance, the section chair or fiscal officer should contact the Executive Director for assistance in the appropriate procedure for the presentation of such appeals or requests for reconsideration.

J. SECTION PUBLICATONS

1. Since the benefits of section membership are intended primarily for section members, and recognizing that increased printing and postage expenses may reduce the financial resources of sections, distribution of section publications generally shall be limited to the section membership, unless prior approval to circulate to non-members shall have been obtained from the Association's Finance Committee and/or Executive Committee, as may be appropriate.

2. Sections are permitted to accept tasteful paid advertising for inclusion in section publications. Since the insertion of advertisements results in an increase in postage, rates for such advertisements should be fixed and adjusted periodically in consultation with the Association staff so as to offset these increased mailing costs.

NEW YORK STATE BAR ASSOCIATION
Request for Reimbursement of Committee Travel Expense

Name / Expenses incurred by: ______________________

Date of Meeting: ______________________

Reason for Expenditure: ______________________

☐ Officer ☐ Speaker ☐ Committee Member

Destination ______________________

Committee Name ______________________

MEETINGS AND TRAVEL EXPENSES	ITEM AND DESCRIPTION		AMOUNT
	Reimbursement requests without receipts will not be processed		
Air - Name of Airline: Rail (Attach voucher)			
Taxi, limousine, subway, parking and tolls			
Mileage: (required MapQuest)	**(total miles)**	**0.725**	-
Meals:			
Lodging:			
Other (rental car, etc.) Explain and provide substantiation.			-
INCIDENTALS (gratuities and miscellaneous items)			-
Total Meetings and Travel Reimbursement			
Maximum Allowed Reimbursement			
TOTAL Meetings and Travel TO BE REIMBURSED			

☐ Please mail check to the **below** address.
☐ Please return check to me: ______________________

Make check payable to (please type or print):

Name: ______________________

(INDIVIDUAL // FIRM // COMPANY) ______________________

Address, City, State and Zip ______________________

"By signing below, I certify that I have read the NYSBA's Code of Conduct and that this expense report and the business I have conducted on behalf of the NYSBA comply with the Code of Conduct."

____
(signature)

Mailing Directions:
The completed form with receipts is to be emailed to: NYSBA_invoicecapture@concursolutions.cc

Hello,

We're changing the way we issue payments, and we would like to invite you to participate in our ACH Payment program.

ACH transfer is now our preferred payment method. All vendors are encouraged to register with us to receive electronic payments going forward.

Benefits of registering include:

- Faster payments
- Avoiding additional fees and risks with paper checks
- Eliminating mail and paper check float
- Including detailed remittance information each time you receive a payment.
- Strengthening Going Green efforts

Please fill out the attached form and kindly provide us with the most recent copy of your W-9 form. Blank W-9 Form is attached. Registration can be sent to ac@nysba.org, sent to secure fax 518-463-5993 or mailed to our address:

New York State Bar Association
Attention: Accounting Department
1 Elk Street
Albany NY 12207

If you would like to opt out of the ACH Payment program, you may discard this notice. We will continue to mail checks for payment.

Thank you!

NYSBA Finance Department

ACH Payment Program Required Information

Accounts Holder Name	
Account Number	
Bank Name	
Bank Routing Number	
Account Type (circle)	Checking or Savings
Email Address	
Signature authorizing ACH	
Date signed	

NYSBA Guidelines for Effective Advocacy

Introduction

If the New York State Bar Association's advocacy activities are to be effective, we must deliver clear, concise, and coherent "messages" to state and federal public officials based on the general interests of the entire Association. Responsibility for the Association meeting this objective lies with the Association's Department of Governmental Relations (Governmental Relations). Governmental Relations, with lawyers long experienced in legislative advocacy, is at the center of all of our legislative activities, both in Albany and in Washington.

To enable Governmental Relations to carry out its functions, it is essential that sections and committees coordinate all of their legislative activities with Governmental Relations' lawyers. This means that no section or committee should contact or communicate with any local, state or federal official except through or with the guidance of Governmental Relations.

This is important for several reasons. First, the New York State Bar Association is registered with the state as a lobbying organization[1]. For this purpose, the Association is one entity, including all of its sections and committees. The Lobbying Act, which applies to us, is quite technical and requires periodic reporting to the Joint Commission on Public Ethics (JCOPE). We must report all contacts with legislators, executive agencies and the Governor's office, including those made by sections and committees. Compliance with the law is of the utmost importance.

Further, the Association is perceived by those with whom we communicate, such as legislators, the Governor, other public officials and the media, as a single organization. Most outsiders do not fully understand the Association's section and committee structure, and as a consequence do not always appreciate the distinction between communications from the Association itself and those from its sections and committees. As a consequence, the Association needs to coordinate all of its legislative activities through Governmental Relations. Sections and committees can and should be engaged in legislative matters, but we must make sure that everything we do in terms of our many and varied legislative activities is beneficial, rather than detrimental, to the entire Association.

Moreover, many of the policy issues of interest to the Association and its sections and committees are within the purview of a limited number of legislators, such as the leaders and the chairs of the Judiciary and Codes committees. The Association has established a good working relationship and regularly interacts with those holding these positions. It is important that sections and committees work with Governmental Relations to navigate the legislative process and ensure that the integrity of these relationships remains intact.

In general, Governmental Relations, working with the leadership, is in the best position to maximize our efforts, marshal the resources available for our legislative work and ensure compliance with the law.

[1] Most of the Association's lobbying activities focus on legislation and the Legislature, but lobbying as defined under state law also covers administrative regulations and most other public officials.

Governmental Relations regularly reports to the Association leadership, which is ultimately responsible for assuring that the Association maximizes its effectiveness, both in Albany and in Washington. Governmental Relations needs to be aware of all of the efforts of our sections and committees to effectively keep the leadership informed.

The following are examples of activity by a section, committee, or individual member that would be problematical:

- Distributing to state or federal public officials any legislative proposal that has not been approved by the Association's Executive Committee and/or House of Delegates;

- Releasing any report, memorandum, op-ed or statement to the public without appropriate notification to and approval by the President; or,

- Independently contacting state or federal public officials to advocate a position on legislation or a proposed administrative regulation.

GUIDELINES

With this in mind, the Executive Committee hereby adopts the following guidelines:

1. DEVELOPMENT OF NYSBA LEGISLATIVE PROPOSALS – It is essential that sections and committees communicate with Governmental Relations regarding to issues that they plan to address, as well as their timetable. Governmental Relations will work with the sections and committees in navigating our policy-development process. Any legislative proposal from a section or committee must be submitted to and approved by the Executive Committee and/or the House of Delegates before it can be submitted to the Legislature. Once approved, it becomes a policy of the Association, not the submitting section or committee.

2. PROMOTING APPROVED NYSBA PROPOSALS – After a proposal has been approved it becomes a policy of the Association, with advocacy conducted or overseen by the leadership. The section or committee that initiated the proposal should anticipate working with Governmental Relations to assist in its promotion in the Legislature. There cannot be any section or committee activity independent of this process.

3. SUPPORTING AND OPPOSING NON-NYSBA LEGISLATIVE PROPOSALS - Under the Association bylaws, sections and committees may support or oppose proposals pending in the Legislature without obtaining Executive Committee or House approval. However, this authority is not absolute, and is subject to the general supervisory authority of the Executive Committee over sections and committees set forth in the bylaws. Several issues need to be addressed before a section or committee may submit a memorandum or other document in support of or in opposition to a pending proposal or take any other action.

   To ensure that the position to be taken does not conflict with a previously adopted policy of the Association, a proposed memorandum must be reviewed by the President. To allow this process to work, any document that a section or committee wishes to issue supporting, opposing or commenting on a pending proposal must be submitted to Governmental Relations. Under our bylaws, the President has five business days within which to complete the review.

In addition, since the Association's overall legislative efforts need to be coordinated, no one bill or policy can be considered in a vacuum. For example, timing is very important. If we are to be effective, we must make our submissions to the Legislature at the opportune time for maximum impact and they need to be directed to those members who are likely to have a significant role in the outcome. Thus, Governmental Relations, working with the leadership, is in a position to maximize our efforts and marshal the resources available for our legislative work. Prioritizing these efforts must be done centrally.

Another concern is the tone or appropriateness of a legislative memo. Everything we submit to the Legislature affects our relationship with its members and how the Association is viewed. The Association's overall interests require that we submit lawyer-like substantive memos. Memoranda that are personally critical of public officials, inappropriate in tone, or purely political do not present us well. We have the respect of the Legislature because we present substantive, thoughtful arguments. If we lose that respect we will have lost our most precious resource.

4. DELIVERY OF "MESSAGE" – Upon receiving a document that Governmental Relations believes may present the type of issues described above, Governmental Relations shall forthwith submit the document to the President. After consultation with Governmental Relations and the leadership of the section or committee submitting the document, the President may direct that the document be publicly released with such changes as may be agreed upon by the President and such section or committee. If there is not agreement as to such changes, or if the President believes that the document should not be released, the President shall call a meeting of the Executive Committee of the Association by telephone conference as soon thereafter as practicable. At such meeting, the section or committee submitting the document shall be entitled to make a presentation in support of its view. The Executive Committee may decide to amend or withhold the document from public release, or to take such other action as it may determine is in the best interests of the Association. If the actions taken by the Executive Committee are not acceptable to the section or committee submitting the document, such section or committee may elect to withdraw the document from public release by notice to the President. If the President is not available at any time during the process, the President-elect may act on behalf of the President to the extent necessary to avoid undue delay.

5. COMPLIANCE WITH THE LOBBYING LAW – Since the Association is registered to lobby in the State, we are required to periodically report all of our contacts with the Legislature and administrative agencies. These reports are drafted by Governmental Relations. Thus, it is essential that Governmental Relations know of every contact by any member with the Legislature or any other public official if it relates to an Association matter. Consequently, no member may have any legislative contact except through Governmental Relations. There is no other manner of compliance with the law.

Any violation of this requirement puts the Association at risk of a violation and a monetary penalty.

6. GIFTS – As a lobbying organization, we are prohibited from giving a "gift" to any public official. Under the statute, a gift is anything of value, although there are exceptions. The law is quite technical, but the basic rule is not to give any gift, which includes food, drink and entertainment, to any public official. Should an issue arise, Governmental Relations can advise you.

7. SUGGESTIONS FOR SECTIONS AND COMMITTEES -

a. Sections should create a small legislative committee that will provide expertise and continuity from year to year. Involve the section chair in communication on legislative priorities and in coordinating activities. Involve the section chair-elect in order to maintain continuity from year to year.

b. Consider involvement, coordinating with Governmental Relations, in the following areas:

- commenting on pending legislation by issuing memoranda, using the process described above;
- drafting and promoting affirmative legislative proposals;
- meeting with legislators and their staff regarding particular issues;
- analyzing and preparing "white papers" on legislative issues

c. When the Legislature is in recess (generally from July-December), set priorities. Identify major issues and goals for the upcoming legislative session. Part of this issue-identification process is consideration of whether a topic or a particular report produced by the section or committee may be of interest to the news media. Contact Department of Media Services and Governmental Relations to discuss particular issues and reports. Such contact should be early in the process, before release of the final product.

d. Consider asking that a proposal previously approved by the Executive Committee or House of Delegates become an Association legislative priority. Keep in mind that when the Legislature is not in session is the time when the Association conducts its process for identifying legislative priorities for the following legislative session. Requests for priorities are submitted during the summer to Governmental Relations, as the committees that set the priorities meet in the early fall. The Executive Committee usually finalizes the priorities for the upcoming session later in the year.

e. The Legislature is a "political institution" that does not operate by the same model and timetables used by most business or professional institutions. To be effective, recruit members who have had experience with the legislative process to work with Governmental Relations. In addition, create a mechanism for rapid and effective response at certain times, especially during critical stages of the legislative session. These include the adoption of the budget in late March and end of session in June.

f. As noted, the Association is a registered lobbying organization. You should call Governmental Relations with specific questions about compliance with the Lobbying Act.

NYSBA

**Rules for Commencement of Litigation
on Behalf of the
New York State Bar Association**

**Adopted by the NYSBA
House of Delegates on November 1, 1997**

A. Policy

1. These Rules govern the commencement of litigation by the New York State Bar Association in those instances in which the Association may be considered an appropriate entity to act on behalf of its members. These Rules do not govern litigation commenced in the normal course of business to which the Association may be a party.

2. No Section or Committee is authorized to commence litigation on its own behalf or on behalf of the Association. All litigation commenced pursuant to these Rules shall be conducted in the name of the Association upon the approval of the Association's Executive Committee.

3. Proposals for commencement of litigation shall not be publicized without the specific prior approval of the President or the Chair of the House of Delegates.

B. Appropriate Cases

1. Litigation shall be commenced solely in New York State or Federal courts.

2. The basis for commencing litigation in the name of the Association should be the following:

   a. The issues presented are of unique significance to the Association or to lawyers generally; consistent with previously stated policy of the Association; or likely would be supported by a large majority of the membership.

   b. The interests sought to be protected are germane to the Association's purposes as stated in its Bylaws.

   c. Individual members of the Association would have standing to commence the litigation, but neither the claim presented nor the relief requested require the participation of individual members.

C. Application to the Executive Committee

1. Any Association Section or Committee, individual Association member, or head of a New York State governmental authority, may apply to the Executive Committee, through the President, for approval to commence litigation in the name of the Association. Copies of

such application shall be furnished to the Executive Committee and to any Section or Committee likely to have an interest in the subject matter, with a request that prompt and appropriate comment be made to the Executive Committee.

2. The application of an individual, Section, Committee or government official shall consist of the following:

   a. A concise statement of the facts of the controversy, the applicant's reasons for believing the controversy to be one calling for the Association to take legal action, the basis on which the Association would have standing to commence litigation, and the relief to be sought by the Association.

   b. In the case of an application by a Section or Committee, a statement showing how and when the application was authorized by the particular body, including a discussion of any dissenting views.

   c. A full disclosure of any personal or professional interest in the proposed litigation by the individual or entity making the application.

D. Action of the Executive Committee

1. No litigation shall be commenced in the name of the Association without the prior, specific authorization of the Executive Committee.

2. If, in the opinion of the President and the Chair of the House of Delegates, an application to the Executive Committee stands no substantial chance of approval, they may disapprove the application and shall so advise the submitting individual or group.

3. When a meeting is called for under the provisions of the preceding paragraph, and in all cases other than those governed by the extraordinary procedures of paragraph G, an application for the authorization of litigation shall be considered at a regular or special meeting of the Executive Committee, held within a reasonable time after the circulation of the application and the request for comment by interested Sections or Committees. If, in the judgment of the President, the meeting should be held before an interested Section or Committee can report formally on the application, the President has the option to either receive and convey to the Executive Committee any informal statement of the chair of such Section or Committee or invite the Section or Committee chair to appear, in person or by a representative, at the meeting of the Executive Committee and present the views of such Section or Committee.

4. The individual applicant, government official or representative of the Section or Committee making application for commencement of litigation shall appear before the Executive Committee in the course of the committee's consideration of the application.

5. A two-thirds vote of those present at a meeting, but no less than a majority of the full Executive Committee, shall be necessary for approval of an application for commencement of litigation. In appropriate circumstances, the Executive Committee may forward the application to the House of Delegates for consideration and approval.

E. Appointment of Subcommittee

1. If the Executive Committee approves an application for commencement of litigation, the President shall appoint a subcommittee consisting of two or more members of the Executive Committee, including the President, to oversee the litigation process. The subcommittee shall have the authority to make decisions regarding the retention of outside counsel to represent the Association and the conduct of the litigation.

2. The President shall report the Executive Committee's authorization of litigation to the House of Delegates, and thereafter shall report to the Executive Committee and the House of Delegates on a regular basis regarding the status of the litigation.

F. Retention of Outside Counsel

1. The Association shall enter into a written retainer agreement with any outside counsel selected by the appointed subcommittee of the Executive Committee, specifying the scope of services to be rendered, the scope of the Association's involvement in the conduct of litigation, and the terms of counsel's compensation and the reimbursement of expenses. The retainer shall set forth the names of the subcommittee members empowered to make decisions on behalf of the Association regarding the conduct of the litigation.

2. In making decisions regarding the retention of outside counsel, the subcommittee shall require that papers submitted on behalf of the Association shall be of high professional quality and contain a fair and accurate representation of relevant policy positions of the Association.

G. Extraordinary Procedures

If, in the opinion of the President of the Association, unusual and compelling circumstances exist to warrant expedited consideration of an application by the Executive Committee, the President may direct the Executive Director to circulate the application to the Executive Committee without awaiting the comments or reports from other Sections or Committees. A meeting of the Executive Committee shall be held as soon as practicable following the circulation of the application.

H. Effective Date

These rules shall take effect immediately. Nothing in these rules shall supersede or affect the "Rules on Filing Amicus Curiae Briefs on Behalf of the Association," adopted by the House of Delegates on June 28, 1975 and as subsequently may be amended. These rules shall be subject to amendment or revocation by any subsequent resolution of the House of Delegates provided that timely notice of the subject matter is given in advance of the meeting at which such resolution is to be considered.

NYSBA

RULES FOR THE FILING OF AMICUS CURIAE BRIEFS ON BEHALF OF THE NEW YORK STATE BAR ASSOCIATION

Adopted by the NYSBA
House of Delegates on June 28, 1975
As Amended November 1, 1997

A. POLICY

1. No Section or Committee shall file an *amicus curiae* brief. All *amicus curiae* briefs shall be filed in the name of the Association upon the approval of the Executive Committee and shall show as counsel, in addition to the person or persons actually preparing the brief, the President of the Association.

2. The costs of printing and filing an authorized *amicus curiae* brief shall be paid by the Association, but no fee shall be paid by it to any person for the preparation or review of such a brief.

3. Proposals to submit *amicus curiae* briefs shall not be publicized without the specific approval of the President or the Chair of the House of Delegates.

B. APPROPRIATE CASES

1. *Amicus curiae* briefs shall be addressed to issues of law alone and not to questions of fact. They shall be filed only in the appellate courts of the New York State or Federal judicial system or in the highest appellate court of another state.

2. An *amicus curiae* brief shall be authorized only when the proposed brief may be expected to make a significant contribution to the determination of the legal issues involved.

3. Except in cases where the court has specifically requested the views of the Association, the basis for filing of an *amicus curiae* brief should be that the position proposed to be taken in the brief is:

   (a) Consistent with previously stated policy of the Association; or

(b) Plainly one which would be supported by a large majority of the membership as a policy to be adopted by the Association; or

(c) Of peculiar importance to the Association or to lawyers generally.

C. APPLICATION TO THE EXECUTIVE COMMITTEE

1. Any Section or Committee of the Association, or any member of the Association, may apply to the Executive Committee, through the Executive Director of the Association, for approval of the filing of a proposed *amicus curiae* brief in the name of the Association. In the instance of a request to file a brief in the highest appellate court of another state, the application must be made by the President or the Chair of the House of Delegates. The Executive Director shall furnish copies of such application to the Executive Committee and to any Section or Committee appearing to have an interest in the subject matter, with a request that prompt and appropriate comment be made to the Executive Committee as to such application by any interested Section or Committee.

2. Unless the extraordinary procedures set forth in paragraph E shall be invoked, the application of an individual, Section or Committee shall be accompanied by:

   (a) A copy of the complete brief, in final form as proposed for filing;

   (b) A concise statement of the facts of the controversy, the status of the litigation, and the applicant's reasons for believing the case to be one calling for the Association's taking of the position proposed;

   (c) In the case of an application by a Section or Committee, a statement showing how and when the application was authorized by the particular body, including a discussion of any dissenting views;

   (d) A full disclosure of any personal or professional interest in the particular litigation or in the establishment of the position proposed to be taken in the brief, as to any individual application or as to any member of the governing body of a Section or Committee making an application.

D. ACTION OF THE EXECUTIVE COMMITTEE

1. No *amicus curiae* brief shall be filed in the name of the Association without the prior, specific authorization of the Executive Committee.

2. If, in the opinion of the President of the Association, an application made to the Executive Committee stands no substantial chance of approval, the President may direct the Executive Director to canvass the Executive Committee by mail as to a recommendation that the application be denied. Unless three or more members of the Executive Committee shall respond by recommendation that the application be considered at a meeting of the Executive Committee, the application shall be considered as disapproved by the Executive Committee.

3. When a meeting is called for under the provisions of the preceding paragraph, and in all cases other than those governed by the extraordinary procedures of paragraph E, an application for authorization of an *amicus curiae* brief shall be considered at a regular or special meeting of the Executive Committee, held within a reasonable time after the circulation of the application to the Committee and the request for comment by an interested Section or Committee. If, in the judgment of the President, the meeting should be held before an interested Section or Committee can report formally on the application, the President may, at his or her option, either receive and convey to the Executive Committee any informal statement of the Chair of such Section or Committee or invite the Section or Committee Chair to appear, in person or by a representative, at the meeting of the Executive Committee and present a consensus of the views of such Section or Committee.

4. A majority vote of those present at a meeting of the Executive Committee shall be necessary for approval of an application for the filing of an *amicus curiae* brief. If the Executive Committee shall so approve an application in general or in principle, with the condition that additions or changes be made to the proposed brief submitted with the application, the President shall appoint a subcommittee of one or more members of the Executive Committee in this respect. Such subcommittee shall have authority to give or withhold final approval of the filing of the *amicus curiae* brief in the name of the Association, depending upon the compliance with the requirements of the Executive Committee for additions or changes.

E. EXTRAORDINARY PROCEDURES

1. If, in the opinion of the President of the Association, a complete and sufficient application under the requirements of paragraph C is obviously meritorious and an expedited decision is required, the President may direct the Executive Director to canvass the Executive Committee by telephone, electronic mail or fax, after circulating the application and without awaiting the comments or

reports of Sections or Committees, as to authorization of the proposed *amicus curiae* brief. An affirmative vote by a majority of the Executive Committee shall be required to authorize the filing of a brief by this procedure, PROVIDED HOWEVER: if three or more members of the Executive Committee shall respond by requesting that the application be considered at a meeting, the application shall be referred to a regular or special meeting of the Executive Committee.

2. Under unusual and compelling circumstances, the President may cause the application of a Section or Committee of the Association for authorization of an *amicus curiae* brief to be brought on before a regular or special meeting of the Executive Committee without the submission of a proposed brief in final form. The application shall otherwise comply as nearly as practicable with the other requirements of paragraph C: the application shall be circulated in advance to the Executive Committee and reasonable efforts shall be made to obtain the comments of other interested Sections or Committees. The Section or Committee making the application shall present a draft or synopsis of its proposed *amicus curiae* brief at the meeting of the Executive Committee if a copy of the proposed brief in final form is not then available. A majority vote of the members of the Executive Committee present at the meeting shall be required for authorization of the filing of an *amicus curiae* brief under this procedure and, if the proposed brief in final form is not approved at the meeting, the President shall appoint a subcommittee of one or more members of the Executive Committee to review any brief thereafter presented under the terms of approval thereof in principle. Such subcommittee shall have authority to give or withhold approval of the filing of the *amicus curiae* brief in its final form, depending on compliance with the standards or any terms stated by the Executive Committee. Such subcommittee shall also be charged with requiring that any brief thereafter prepared shall be of high professional quality and shall contain a fair representation of any policy position of the Association.

F. MISCELLANEOUS

1. Any reference herein to authorization of the filing of an *amicus curiae* brief in the name of the Association shall include the execution and submission of appropriate requests or motion papers in the name of the Association for permission to file the same in any court.

2. These rules shall supersede the "Rules on Filing *Amicus Curiae* Briefs on Behalf of the Association" adopted by resolution of the House of Delegates on December 1, 1972, and shall take effect immediately. These rules shall be subject to amendment or revocation by any subsequent resolution of the

House of Delegates provided that timely notice of the subject matter is given in advance of the meeting at which such resolution is adopted.

Advisory Guidelines for Executive Committee Liaisons

Opening

Executive Committee liaisons play a vital role in helping sections and committees thrive as active, effective contributors to the Association. These groups strengthen the Association through reports, legislative proposals, programs, and practice-specific resources that serve members and advance shared priorities. By maintaining communication, offering procedural guidance, and helping connect leadership, staff, and member groups, liaisons can support strong operations and productive collaboration. The following advisory guidelines are intended to provide a practical framework for that work, while recognizing that each section and committee presents different needs and circumstances that require judgment, flexibility, and a constructive approach.

Checklist for Executive Committee Liaisons

- Maintain regular contact with assigned sections and committees; do not wait to be contacted.
- Schedule periodic update calls with chairs and staff liaisons to review activities, projects, and concerns.
- Become familiar with each group's work by attending meetings and functions whenever possible, preferably in person or by phone when needed.
- Encourage groups to meet on a reasonable and consistent basis.
- Provide guidance on Association policies and procedures while respecting the section's or committee's own deliberative process.
- Report relevant projects, studies, and activities back to the Executive Committee.
- Promote coordination and cooperation among the Executive Committee, section and committee chairs, Association leaders, and staff.
- Follow up on requests for comments and help ensure responses are submitted on time.
- Reinforce the importance of deadlines, especially for meetings, programs, and required submissions.
- Encourage financial prudence and remind groups that costly programs or venues can impede diversity and inclusiveness.
- Urge each section or committee to pursue at least one meaningful annual initiative, such as a program, report, or legislative proposal.
- Support projects that advance Association priorities and encourage proactive leadership.

- Encourage efforts to grow membership, diversify leadership and participation, and strengthen succession planning.
- Promote leadership development, including strong fiscal oversight and budget planning.
- Encourage collaboration with other sections, committees, and local bar associations when appropriate.

Closing

These advisory guidelines are meant to serve as a practical foundation for Executive Committee liaisons in carrying out their responsibilities with consistency, professionalism, and good judgment. They are not intended to be exhaustive or inflexible, and they should be applied with sensitivity to the particular circumstances of each section or committee. When used thoughtfully, these principles can help liaisons strengthen communication, support effective leadership, and promote meaningful contributions by sections and committees to the ongoing work of the Association.

Section and Committee Management

This playbook is intended to serve as a reference and to provide guidance to incoming section chairs of the New York State Bar Association. It addresses the chair's core responsibilities, strategies for the first 30-45 days, budget oversight, committee management, meetings and programming, and succession and continuity planning.

Section I: The Role of the Section Chair

A. Core Responsibilities

The section chair leads the section and is responsible, in collaboration with the officers, for setting the section's agenda and tone for the year. The core responsibilities include:

- Presiding over the section's executive committee;
- Presiding over the section's programs, designating a program chair or co-chairs, for the Fall/Spring/Summer and Annual Conferences;
- Overseeing section publications, including, if applicable, drafting the periodic message from the chair;
- Managing the section's finances;
- Appointing committee chairs to fill vacancies;
- Mentoring future leaders to support the section's succession pipeline;
- Representing the section in the House of Delegates (unless the section designates a representative);
- Serving as the primary liaison between the section and Association leadership and staff; and
- Representing the section to the broader Association and the legal community.

B. Term Structure and Leadership Continuity

Most section terms run for one year, typically from June 1 to May 31. Some chairs will start their terms shortly after the Annual Conference in January. The chair is part of a three-person leadership continuum, which also includes the immediate past chair and the chair-elect or incoming chair. This leadership structure provides an opportunity for the current chair to learn from the immediate past chair and to support the incoming chair in a manner that promotes continuity and a smooth transition.

Succession planning is most effective when treated as an ongoing responsibility throughout the term. The chair may wish to identify members for greater involvement and encourage committee chairs to help develop future leaders.

C. Working with the Staff Liaison

The Association assigns a staff liaison to every section. The staff liaison has general responsibility for:

- Managing meeting logistics, venue coordination, and registration;
- Maintaining section records, rosters, and institutional files;
- Processing section budget requests and tracking section expenditures;
- Assisting with communications and member outreach; and
- Providing continuity across changes in volunteer leadership.

Early in the term, it may be helpful to schedule a substantive onboarding meeting with the staff liaison so that the chair and the staff liaison can develop a better understanding of each other's roles, responsibilities, working styles, and areas of focus for the term.

Section II. Getting Started: The First 30-45 Days

A. Transitioning Into the Role

The early days of a chair's term set the tone for what follows. Early in the term, the chair may find it helpful to assemble and review a core set of section materials. These may include:

- The section bylaws and any standing rules;
- The current roster of officers and committee chairs;
- Recent executive committee agendas and minutes;
- The prior year's budget and financial statements;
- The section's program calendar; and
- Any recent strategic materials, reports, or section policies.

Reviewing these materials at the outset can help the chair identify recurring issues, understand the section's operating practices, and begin the term with a clearer sense of priorities and deadlines.

B. Setting Priorities for the Year

The chair is responsible for establishing a coherent vision for the year and identifying two or three substantive initiatives to advance in furtherance of that vision. In shaping those priorities, the chair may wish to consider factors such as:

- The most pressing substantive law developments in the section's practice area;
- Legislative or regulatory issues the section should be tracking or commenting on;
- Underserved constituencies within the membership (such as solo practitioners, in-house counsel, newer lawyers) who may need attention;
- Potential CLE gaps or programming opportunities to address;
- Relationships with other sections, courts, or government bodies to cultivate.

The chair may also wish to consider the Association's capacity to support substantive initiatives through section reports and other advocacy tools.

C. Communicating and Coordinating

Clear and consistent communication is an important part of effective section leadership. Other strategies that may be helpful in setting priorities for the term include:

- Introducing yourself to the section membership through a brief welcome message in the section newsletter or with an email outlining the year's priorities;
- Connecting with the executive committee to confirm that each officer understands their role and responsibilities;
- Regular meetings with section officers and staff liaison; and
- Meeting with the immediate past chair to gain perspective on recent section activities, ongoing matters, and transition considerations.

As a tool to stay on track, it may be helpful to write down a few priorities in an agenda document, share the document with the section's executive committee at or before the first meeting, and use it as a yardstick throughout the year.

Section III. Budget Planning and Oversight

A. Understanding the Budget

Sections operate on a calendar-year budget cycle, which differs from the June-to-May bar year. The principal components of the budget are:

- Revenue sources, including membership dues allocation, destination meeting registrations, sponsorships, advertising in section publications, and any grants or co-sponsorship arrangements; and
- Expenditure categories, including meeting costs (venue, food and beverage, audio-visual), speaker expenses, fellowships and scholarships, publication and printing costs, marketing and communications, committee expenses, and administrative overhead.

Typically, the greatest expense is from the Annual Conference, which the Association traditionally holds at the New York Hilton Midtown. Additional information is available from the Senior Director of Finance, the Director of Section & Meeting Services, or the section liaison.

B. The Annual Budget Cycle

In July of each year, Association staff begin the process of developing the budget for the following calendar year. As part of the process, the finance staff sends an email to the section officers with guidelines for preparing the budget and the budget approval process. The finance staff provides a general, proposed budget as a starting point, and a budgeting worksheet for the current calendar year, together with actual and estimated revenue and expenses.

The Association has financial policies regarding reimbursements, advance payments, honoraria, and vendor contracting. The staff liaison can provide more information and guidance. The Financial Policy for Sections of the Association is also part of this handbook.

C. Budget Timeline

Because budgets are prepared on a calendar-year basis, from January 1 to December 31, the planning timeline typically unfolds as follows:

Timing	Activity
June	Finance staff provides budget information to sections.
June-July	By June 15, the treasurer sends an email to all standing committees requesting budget proposals for committee events and follows up by July 10.
June-July	The chair and treasurer work with the chair-elect, and the staff liaison to develop the proposed budget.
July-August	The section executive committee reviews the draft budget and solicits input from committee chairs.
August	Sections submit their budgets to finance staff by the applicable deadline, usually in early August.
Mid-August	The Executive Director and the Senior Director of Finance review the section budgets.
September	The Finance Committee reviews the budget.
October	The Finance Committee holds its in-person meeting to review the full budget.
November	The Executive Committee and the House of Delegates approve the budgets.
January May	The approved budget takes effect. The outgoing chair reviews the final statements and confirms that any carryovers are properly recorded for the next term.
Ongoing (Monthly)	The section officers receive monthly financial statements and the treasurer provides financial reports at Executive Committee meetings. Actual expenses are reviewed against the budget and any needed adjustments are communicated to the staff liaison.

Although the treasurer handles day-to-day budget tracking, the chair should remain engaged in the budgeting process.

Section IV. Committee Management

A. Committee Structure

Sections operate through committees, including substantive law committees, standing committees (such as a membership committee), and ad hoc committees created to address specific projects. Committee chairs and members do much of the substantive work that makes the section valuable to its members.

B. Filling Vacancies and Building the Pipeline

At the beginning of the term, the incoming chair conducts a review of committee rosters to identify:

- Committees with vacant chair positions or insufficient membership to function; and
- Committees whose chairs have served long tenures without succession planning.
- In considering committee appointments, the chair may find the following strategies useful:
- Casting a wide net and using the Spring, Summer, Fall, and Annual Conferences as recruiting opportunities;
- Considering diversity of geography, firm size, practice setting (private, in-house, government, nonprofit), seniority, and demographic background;
- Reaching out directly to members who have expressed interest in becoming more involved (because a personal ask can be more effective than a general solicitation);
- Consulting the immediate past chair and members of the executive committee for recommendations; and
- Encouraging committee chairs to identify and recommend their successors.

Section V. Executive Committee Meetings

A. Meeting Frequency and Format

Sections typically hold executive committee meetings on a monthly or bi-monthly basis. Sections hold some meetings in person, often in conjunction with major destination meeting, and others by telephone or videoconference. The chair should identify the section's customary practices and preferences.

B. Planning the Agenda

The chair is responsible for preparing and distributing the meeting agenda in advance. A typical agenda includes the following items:

Agenda Item	Description
Call to order	Note the start time
Roll call and attendance	Secretary should note attendance and confirm a quorum
Approval of minutes	Minutes distributed in advance
Chair's report	Brief updates on section priorities, Association developments, and matters requiring executive committee attention
Treasurer's report	Financial update and any budget matters requiring action
Committee reports	Brief written or oral updates from committee chairs; consider rotating reports to keep meetings focused and manageable
Staff liaison report	Administrative and logistical updates
Program updates	Status of upcoming CLE programs, destination meetings, and the Annual Conference
New business	Additional matters requiring discussion or action that were not included elsewhere on the agenda
Next meeting date	Confirm the date, time, and format of the next meeting
Adjournment	Note the end time

In preparing the agenda, it may be helpful to consider:

- Soliciting discussion topics from executive committee members, committee chairs, and the staff liaison at least two weeks in advance;
- Distributing all supporting materials, including minutes, financial reports, and committee reports, with the agenda;
- Distinguishing between items requiring a vote (action items) and items for discussion or information only and labeling them clearly on the agenda;
- Assigning a time estimate to each agenda item if the meetings tend to run long; and
- Requiring written reports in advance and keeping oral reports brief so participants can focus on discussion and decision-making.

C. Maintaining the Minutes

Encourage the secretary to circulate minutes as promptly as possible after each meeting, at a minimum with the meeting agenda for the upcoming month. Minutes should record attendance, actions taken, key decisions, and assigned follow-up items and should not be verbatim transcripts. The staff liaison should retain the approved minutes in the section's records.

Section VI. Section Programs and Meetings

A. The Program Calendar

A section's program calendar typically includes:

- A Fall or Spring or Summer Meeting;
- The Annual Conference, typically in January in conjunction with the Association's Annual Conference;
- CLE programs throughout the year
- Co-sponsored programs with other sections, or with courts or outside organizations.

B. Planning the Fall or Spring or Summer Meeting

The Seasonal Meeting outside of the Annual Conference is one of the section's two flagship events, together with the Annual Conference. The Meeting is usually a one-day or multi-day in-person program which combines substantive CLE programming with social and networking activities.

The chair's responsibilities at the Meeting typically include the following:

- Opening and closing the program with welcoming and concluding remarks;
- Presiding over any business meeting or executive committee session held during the event;
- Introducing keynote speakers or panelists (or delegating that role to the program chair, as appropriate);
- Recognizing outgoing committee chairs, long-serving members, and award recipients, as applicable; and
- Being visibly present and accessible throughout the event.

The following strategies may help strengthen the planning and execution of the Meeting:

- Appointing a Meeting chair or co-chairs with responsibility for day-to-day planning;
- Overseeing program development to confirm the content reflects current and significant developments in the section's practice area;
- Reviewing the prior year's evaluations before planning the current year's event;
- Offering a full slate of required CLE credits in the required categories (e.g., Ethics, and Professionalism, Cybersecurity, Privacy and Data Protection, etc.); and
- Including structured and unstructured networking time as part of the meeting.

C. Planning the Annual Conference

The Association typically holds its Annual Conference in January at the New York Hilton Midtown. In conjunction with the Annual Conference, most sections hold a section program and a luncheon. The luncheon often serves as the section's annual business meeting for the election of officers.

The chair's responsibilities at the Annual Conference typically include:

- Presiding over the section's business meeting (required under most section bylaws to elect officers and conduct other annual business);
- Delivering a chair's report summarizing the year's accomplishments;
- Overseeing the formal installation of new officers, including the incoming chair;

- Attending Association-wide plenary sessions and the House of Delegates (unless the section designates a representative); and
- Using the Annual Conference as an opportunity to connect with Association leadership, officers of other sections, and members you may not see at other times of the year.

In recent years, the cost of the luncheon has become a material consideration for some sections and their members. Early planning may assist in evaluating available options and identifying measures to defray costs, both for the current year and in future years.

Some sections also use the in-person component of the Annual Conference as an opportunity to combine an executive committee meeting with the section program and to hold a related gathering in law firm space. This can help strengthen relationships within the section and promote a greater sense of connection among its leaders. Before planning an off-site meeting, confirm through the staff liaison that the section is not contractually committed to holding a meeting at the Hilton.

C. Planning CLE Programs

Throughout the year, the section may offer stand-alone CLE programs in addition to the Fall/Spring/Summer and Annual Conference programs. In planning CLE programming, consider:

- Working with committee chairs to identify timely topics and qualified speakers;
- Including sufficient lead time to allow for marketing the event;
- Monitoring registration numbers as the program date approaches and, if attendance is low, weighing whether to make additional outreach or reschedule the program;
- Evaluating the viability of virtual, hybrid, and in-person formats for each program based on audience and subject matter.

Conclusion

Each section has its own culture, practices, and priorities. The principles outlined in this handbook are intended to assist chairs in understanding the role, leading effectively, supporting the section's members, and sustaining the section's work over time. Careful planning, collaboration with officers, committee chairs, and staff, and attention to succession and continuity can help position the section for a productive year and a smooth leadership transition.

How to Use Communities

Please see the video created by NYSBA: MY NYSBA | Access Your Online Communities

NYSBA Communities Policy

Approved by the NYSBA Executive Committee January 2020

Thank you for being part of a New York State Bar Association ("NYSBA") Communities. In order to join and use one or more NYSBA Communities, you must read the policy set forth below and accept the acknowledgement below.

You also agree to reserve discussions, shared files and content to that best suited to the medium. This is a great medium with which to solicit the advice of your peers, benefit from their experience, and participate in an ongoing conversation. Questions should be directed to our Member Resource Center via webmaster@nysba.org.

Please take a moment to acquaint yourself with this policy. If you have questions, contact NYSBA's Member Resource Center at webmaster@nysba.org. In order to preserve a climate that encourages both civil and fruitful dialogue, we reserve the right to suspend or terminate membership in this Community for anyone who violates these rules.

DISCUSSION GROUP ETIQUETTE & RULES OF CONDUCT

1. Only send a message to the entire group when it contains information that everyone in your community can benefit from. Send messages such as "thanks for the information" or "me too" to individuals—not to the entire group. Do this by using the "*Reply to Sender*" link (instead of *"Reply to Group.")*

2. Include a signature tag on all messages. Include your name, affiliation, location. If you are not a licensed attorney, please note that in your signature line in every post to the Communities.

3. State concisely and clearly the topic of your comments in the subject line. This may include common abbreviations or "hashtags" such as LPM, LIT, or CORP. This allows members to respond more appropriately to your posting and makes it easier for members to search the archives by subject.

4. Include only the relevant portions of the original message in your reply. Delete any header information and put your response before the original posting.

5. Do not post administrative messages, such as "remove me from the group." Instead, use the web interface to change your settings or to remove yourself from a group. If you are changing e-mail addresses, you do not need to remove yourself from the group and rejoin under your new e-mail address. Simply change your settings.

6. Warn other Community subscribers of lengthy messages either in the subject line or at the beginning of the message body with a line that says "Long Message."

7. Don't challenge or attack others. The discussions and comments are meant to stimulate conversation not to create contention. Let others have their say, just as you may.

8. Don't post commercial messages in any Community. This includes advertising or promoting non-

NYSBA CLE programs.

9. Information posted to a Community or its library is available for all members of the group to see, and comments are subject to libel, slander, and antitrust laws.

10. Use caution when discussing actual matters or litigation (even as a hypothetical). The Communities are confidential forums. Posts may be seen by other parties, government agencies, or opposing counsel.

11. All defamatory, abusive, profane, threatening, offensive, or illegal content is strictly prohibited.

12. The Communities are not the place for discussion of partisan politics, world politics, terrorism, and war. No political editorials, articles or links thereto, may be posted to unless related directly to legislation or a specific legal topic.

13. Do not distribute through the Communities any content such as, petitions for signatures, solicitations of users, promotional materials, chain letters or letters relating to pyramid schemes, advertising or solicitations for funds, political campaigning, mass mailings, any form of unsolicited commercial or promotional email ("spam") or an offering of lawful or fraudulent goods, services, schemes or promotions.

14. Do not post anything that you would not want the world to see or that you would not want anyone to know came from you. Please note carefully all items listed in the disclaimer and legal rules below, particularly regarding the copyright ownership of information posted.

15. Participants are asked not to share content outside the community unless they obtain the consent of the author.

16. Post should be made only to the most appropriate Communities or libraries. Do not spam several Communities or libraries with the same message.

17. Posts may not encourage or facilitate members to arrive at any agreement that either expressly or impliedly leads to price fixing, a boycott of another's business, or other conduct intended to illegally restrict free trade. Posts that encourage or facilitate an agreement about the following subjects are inappropriate: fees, prices, discounts, or terms or conditions of sale; salaries; profits, profit margins, or cost data; market shares, sales territories, or markets; allocation of customers or territories; or selection, rejection, or termination of customers or suppliers.

18. Do not post any information or other material protected by copyright without the permission of the copyright owner. By posting material, the posting party warrants and represents that he or she owns the copyright with respect to such material or has received permission from the copyright owner. In addition, the posting party grants NYSBA and users of this site a nonexclusive and transferrable right and license to display, copy, publish, distribute, transmit, print, and use such information or other material.

19. This site is provided as a service for NYSBA members. NYSBA is not responsible for the opinions and information posted on this site by others. We disclaim all warranties with regard to information posted on the Communities; this disclaimer includes all implied warranties of merchantability and fitness. In no event shall NYSBA be liable for any special, indirect, or consequential damages or any damages whatsoever resulting from loss of use, data, or profits, arising out of or in connection with the use or performance of any information posted on this site.

20. NYSBA does not actively monitor the site for inappropriate postings and does not on its own undertake editorial control of postings. However, in the event that any inappropriate posting is

brought to the attention of NYSBA, appropriate action will be taken. NYSBA reserves the right to remove discussion threads, including all posts, related to any content that is in violation of this policy. NYSBA reserves the right to terminate access to any user who does not abide by this policy.

21. Participants in Communities must also comply with NYSBA's Social Media and Digital Communications Policy.

NYSBA Social Media and Digital Communications Policy
Approved by the NYSBA Executive Committee January 2020

A. Policy Statement

The New York State Bar Association (“NYSBA” or “the Association”) recognizes that the internet, electronic communications and social media are changing communication and information delivery. This policy is designed to foster responsible, constructive communications via social media for members of the Association.

This policy is intended to conform to the laws of New York State and the United States. It should be interpreted in a manner consistent with NYSBA bylaws and policies, including the Code of Conduct of the New York State Bar Association already in place. This policy also complements the Association’s guidelines for use of bulk e-mail for communications to members. A separate policy for Association staff has been developed as an addendum to the Employee’s Handbook.

B. Guiding Principles

1. Effectively managing and protecting NYSBA’s confidential information is a critical responsibility for all members. You must not speak or otherwise imply that you are acting on behalf of the NYSBA or that you have an official NYSBA opinion unless authorized to do so. Communications made through social media do not constitute a legal or official notice or comment to NYSBA or any official or employee of NYSBA for any purpose.

2. NYSBA Social Media Sites: Only those officially designated in item “a” below or by NYSBA’s executive director or his or her designee can use social media to speak on behalf of NYSBA, though any member may use social media to speak for themselves individually.

    a. Those officially designated to use social media to speak for the Association are the Officers of the Association, the Executive Director, the Social Media and Web Content Manager and the Managing Director of Marketing & Communications or his or her specific designee - an employee who is a direct report to the Director and who has received training on social media and media services.

    b. NYSBA will maintain the official NYSBA presence on any social media/social networking site and may, at its discretion, create sites for various entities, such as Sections or Committees. Only NYSBA staff designated as social media administrators (the social media and web content manager or a designated staff member from Marketing and Communications) may create official NYSBA social media sites. NYSBA reserves the right to have any unofficial pages removed by the social media/social networking site.

    c. The use of the NYSBA name, logo, trademarks or other branding elements on social networking sites is limited to NYSBA’s official sites only; the NYSBA name, logo, trademarks or other branding elements should be added to such sites only by NYSBA staff designated as social media administrators. All use of NYSBA’s name, logo, trademarks or other branding elements must comply with existing NYSBA graphic standards and trademark/service mark policies.

    d. Staff liaisons authorized by the Executive Director may post social media communications on behalf of a group to which they are liaison. The liaison must confine him or herself to posting only information specific to the Section or Committee to which they are assigned as liaison and only to the social media accounts specific to that entity.

    e. NYSBA members and Section and Committee members are encouraged to interact with NYSBA’s social media channels and to participate in NYSBA’s social media platforms. Any member may post to a NYSBA social media group of which they are a member if that social media channel allows for posting.

3. Misrepresentations made about NYSBA by the media or analysts should be brought to the attention of the Managing Director of Marketing and Communications; the Managing Director or his or her designated representative will handle any response in consultation with the Executive Director. Misrepresentations made about NYSBA by bloggers or other social media communications on any forum, network, group, etc. should be brought to the attention of the Social Media and Web Content Manager, who will handle a response in consultation with the Executive Director and other NYSBA staff as appropriate.

4. Guidelines for member use of various social media channels:

    a. NYSBA trusts and expects members to exercise personal responsibility and to act professionally whenever they use social media in any manner related to NYSBA.

    b. b. NYSBA members are encouraged to become followers of NYSBA's social media vehicles. Members are welcome to comment using their own "handles" or accounts but should remember that they are being viewed in their professional capacity and should submit their comments accordingly and in accordance with the guidelines in this policy.

    c. NYSBA reserves the right not to friend, follow, like or link to any social media accounts for any reason.

    d. NYSBA members should always be aware that their communications on social media are neither private nor temporary. Social Media communications live online indefinitely, and they may be visible to a broader audience than one may intend.

    e. NYSBA social media sites exist for the exchange of substantive, topical information by, between and for NYSBA members. Negative or harmful conduct is prohibited, including but not limited to flame wars, *ad hominem* attacks, advertising not related to NYSBA or any types of commercial solicitations. Posts are subject to libel, slander, and antitrust laws.

    f. NYSBA members should not post on NYSBA Social Media sites:

        i. information containing or linking to libelous, defamatory or harassing content, even by way of example or illustration;
        ii. information that is confidential or proprietary to NYSBA, NYSBA's affiliates, or NYSBA's members;
        iii. anything that would bring or tend to bring the Association into disrepute;
        iv. use the NYSBA brand to endorse or promote any product, opinion, cause or political candidate unless such use is authorized by the NYSBA president or NSYBA Executive Committee;

    g. By posting content to a social media platform, you warrant and represent that you either own or otherwise control all of the rights to that content, including, without limitation, all the rights necessary for you to submit the content.

    h. Members who post to blogs must also comply with NYSBA's Blogging Policy.

    i. Members who post to Communities must also comply with NYSBA's Communities Policy.

5. All members are reminded that they are to abide by the principles of the New York Rules of Professional Conduct, including attorney obligations with regard to competency, advertising, privilege, and client confidences, and this policy is complementary to the Rules.

6. NYSBA encourages transparency and honesty in its activities. Members must use their real names in any social media communication that involves Association-related topics. The use of pseudonyms and aliases is not permitted for communication that involves Association-related topics.

7. Compensation and Incentives:

    a. NYSBA does not pay bloggers or anyone else outside of NYSBA to write endorsements or create fake or misleading social media communications
    b. NYSBA does not purchase inbound links, participate in link bartering exchanges or use the promise of inbound links to try to convince individuals to create positive social media communications about or on behalf of the Association

8. NYSBA's sections and committees draft documents for internal consideration and governance of those sections and committees and for the Association. They also draft statements, proposed rules and a wide variety of position papers, reports and other documents meant to influence a wide variety of people and interests.

9. NYSBA supports open communication, however, open communication must be balanced with the understanding that a draft that is still in the formulation stage has not reached a state where the group drafting the document has reached consensus on the position taken by the draft. It is contrary to an open and thoughtful deliberation process to post drafts in an area of the **NYSBA website or elsewhere** that is accessible to more than the immediate group drafting the document. In general, a group drafting a document should refrain from posting the internal Section or Committee deliberations, including drafts, in any public online forum or format. Forums appropriate for discussion of drafts in formulation stage include NYSBA Communities and collaborative workspaces provided by NYSBA. Draft reports intended for consideration by the Executive Committee and/or House of Delegates should be submitted to the Association in accordance with the NYSBA reports policy.

10. NYSBA members using social media channels with respect to NYSBA business are expected to do so without infringing the rights or property of others.

11. NYSBA members must not use social media channels to discuss NYSBA's legal matters, litigation, its financial performance or other confidential information unless specifically authorized by the NYSBA leadership. See NYSBA Ethics Opinions page for further guidance.

C. Enforcement

12. Failure to comply with this policy may result in:
    a. Removal of content
    b. Withdrawal, without notice, of access to information and/or information resources.
    c. Discontinuance of unauthorized social media accounts.
    d. Disciplinary action in accordance with NYSBA bylaws and policies.

Appendix A - Definitions

1. Social Media Networks and Forums – Communities, blogs, Facebook, Twitter, LinkedIn, Instagram, YouTube, wikis, social networks, social bookmarking services, user rating services and any other online applications, sharing or publishing platform, whether accessed through the web, a mobile device, text messaging, email or any other electronic communications platform.

2. Social Media Account – A presence or participation in a social networking channel.

3. Social Media Communications – Communities, blog posts, blog comments, status updates, text messages, posts via email, images, audio recordings, video recordings or any other information made available through a social media channel. Social media communications are the information and data a user distributes through a social media channel, usually by means of their social media account.

4. NYSBA-related Topics – Examples of NYSBA-related topics include news and information about our businesses, members, affinity partners, products and services, as well as the categories in which we compete.

5. Official Content – Content created and made available by NYSBA.

6. Inbound Links – An inbound link is a hyperlink that transits from one domain to another. A hyperlink that transits from an external domain to your own domain is referred to as inbound link. Inbound links are important because they play a role in how search engines rank pages and domains in search results.

7. Link Bartering Exchanges – Trading or purchasing inbound links from other domains exclusively for the purposes of lifting your domain in search engine page results.

8. NYSBA Branding Elements – Branding elements refer to the name, logo, trademarks and other intellectual property of NYSBA.

Guidelines on Statements to the Media

A. Written media releases relating to policy or positions of the New York State Bar Association (Association) shall be cleared by the Association President or authorized designee.

B. Written media releases relating to Section or Committee activities and not involving Association policy or positions shall be cleared by the appropriate Section or Committee Chair, the Association President or authorized designee, and shall be prepared and distributed by the Association's Department of Media Services and Public Affairs. All such releases shall make it clear that the position stated or opinion expressed is that of the Section or Committee and not that of the Association, unless authorized by the Executive Committee or the House of Delegates.

C. Media inquiries regarding Association policy or positions shall be referred to the Department of Media Services and Public Affairs. Media inquiries directed to the Association shall be handled by the Association President, the Executive Director, the Director of the Department of Media Services and Public Affairs, or other authorized staff person or, when appropriate, by a Section or Committee Chair, or other authorized designee.

D. Media inquiries regarding Section or Committee activity, not involving Association policy or positions, shall be referred to the Department of Media Services and Public Affairs before a response is provided. They may be answered by a Section or Committee Chair when authorized, but all such public statements should make it clear that the position stated or opinion expressed is that of the Section or Committee and not that of the Association unless otherwise authorized by the Executive Committee or the House of Delegates as referenced in Paragraph B.

E. A Section or Committee Chair must advise the Department of Media Services and Public Affairs that he or she:

1. Would like to make a public statement; or
2. Has been contacted by the media for a public statement.

The Department of Media Services and Public Affairs will work with the Chair to develop the public statement, if such a statement is appropriate under the circumstances.

F. Committee members speaking or writing on their own behalf, and not on behalf of the Committee, may not identify themselves as Committee members.

New York State Bar Association: Governance and Policy

David P. Miranda, Esq.
General Counsel

Matthew G. Pennello
Director of Government Relations

Lena Faustel
Government Relations Policy Manager

Hilary F. Jochmans, Esq.
Federal Policy Consultant

Maureen (Moe) Whitcomb,
Assistant to the Executive Offices

NYSBA

House of Delegates

- HOD are the trustees of the Association
- Members: Officers, Executive Committee, representatives from Sections, representatives county bars, city bar, 12 Diversity delegates, and 2 out of state delegates
- Approving reports and adopting policies and positions of the Association

NYSBA

Code of Conduct

- Fiduciary responsibility to Association
- Duty of loyalty, act in best interests of Association
- Forbids self dealing
- Conflict of Interest: personal financial interest that affects objectivity
- Confidentiality: all non-public information regarding Association employees, financial information

NYSBA

Rules of the HOD for Consideration of Reports

- Initiation of legislative action or proposal at state or federal level
- Only with prior approval of Executive Committee (6 months) or House of Delegates
- Reports with proposed resolutions going to the HOD must be submitted for posting on the Reports page 75 days prior to meeting (may be waived by officers)

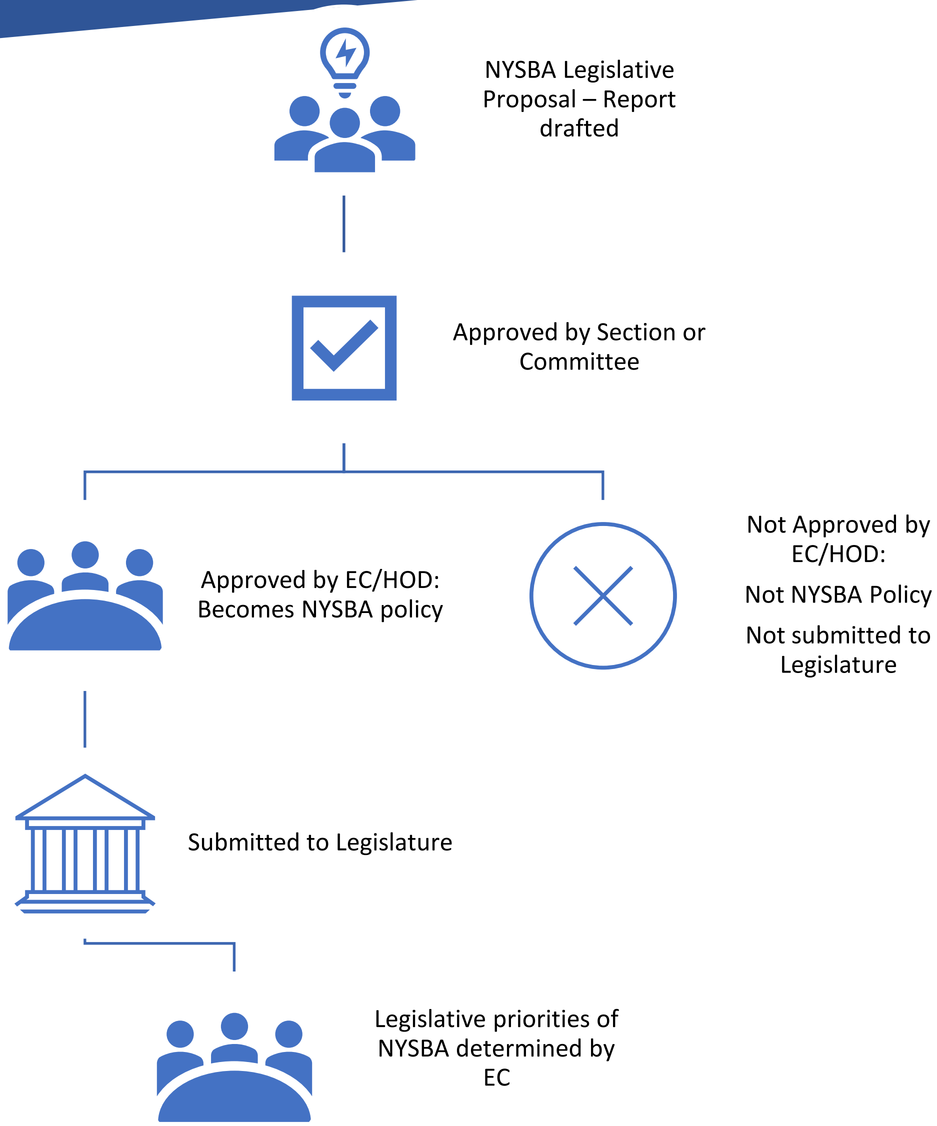
NYSBA

Advocacy

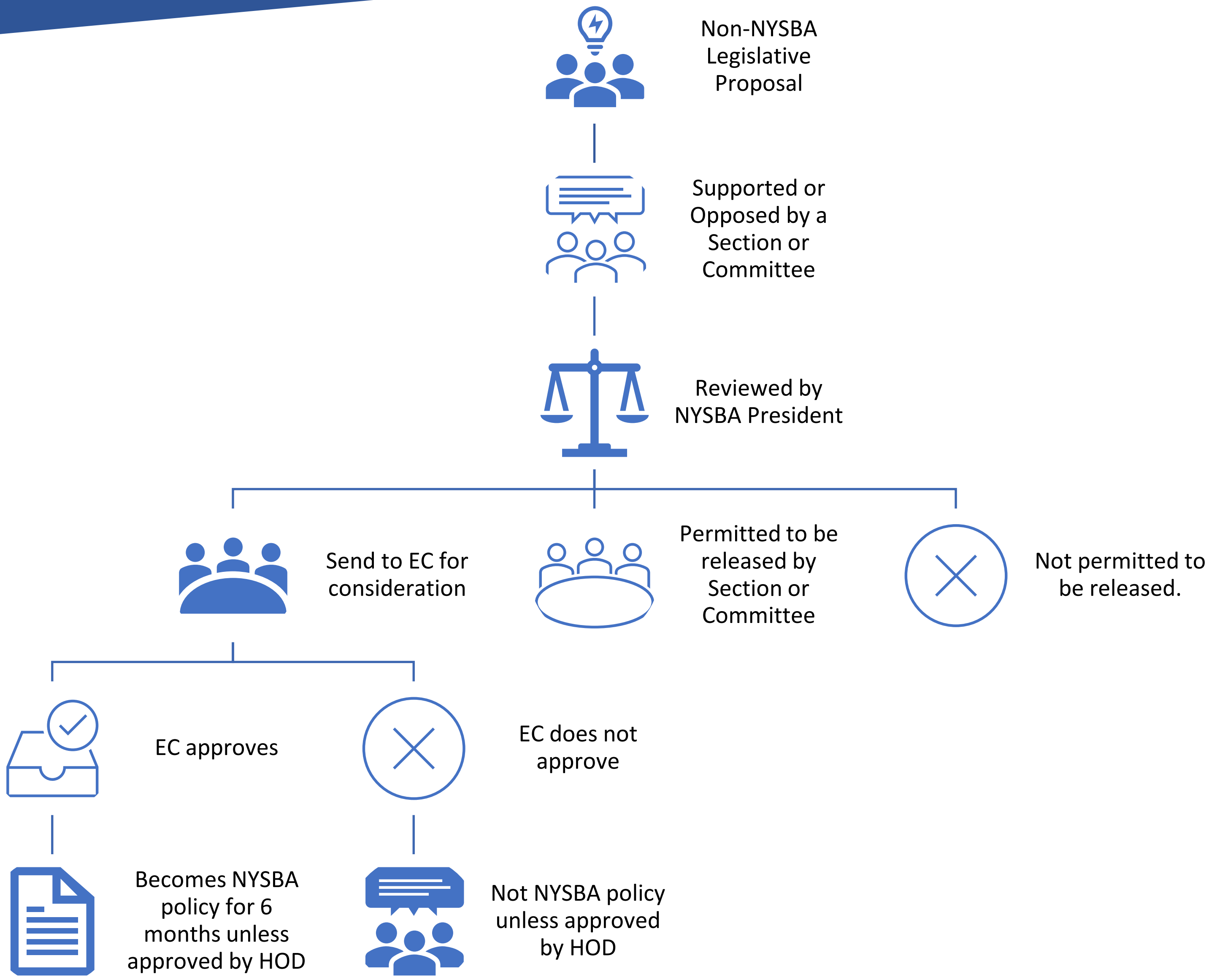
- Legislative priorities
- Association policy
- Approved Section or Committee Policy
- Conflicting Section or Committee Policy

NYSBA

NYSBA Legislative Proposal



Non- NYSBA Legislative Proposal



NYSBA

Lobby Disclosures

- NYSBA is a registered lobbyist for the advocacy in New York State

- Filings are required for all lobby activity (including Sections and Committees) and must go through NYSBA's Government Relations Department.

NYSBA

Communications

Media: Communications Department.

Elected or government officials: Government Relations Department.

All communications or representations in capacity as NYSBA representative (indicating section or committee chair or member) must go through Communications and Government Relations Departments

NYSBA®

Contact Information

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dmiranda@nysba.org

Matthew G. Pennello, Director of Government Relations
mpennello@nysba.org

Susan DeSantis, Chief Communications Strategist
sdesantis@nysba.org

Useful links:
NYSBA.org/ReportsGroup
NYSBA.org/GovernmentRelations

NYSBA

Lawyer Assistance Program

The New York State Bar Association's Lawyer Assistance Program (LAP) provides free, confidential support and resources to lawyers, judges, law students, and their families who are experiencing challenges that may affect their personal or professional well-being. These concerns may include stress, anxiety, depression, burnout, alcohol or substance use, problem gambling, or other mental health and behavioral health concerns. LAP's goal is to provide assistance early, reduce stigma, and help members of the legal profession find the support they need.

LAP services are individualized and may include confidential consultations, mental health and substance use evaluations, short-term support, peer assistance, referrals to treatment and counseling, and information about support groups and other community resources. The program also provides voluntary and court- or professionally mandated monitoring services for attorneys when appropriate. NYSBA members can access a 24/7 confidential LAP Hotline staffed by trained mental health professionals, with referrals for up to four free counseling sessions per year.

In addition to individualized assistance, LAP offers educational and well-being programming, support groups, outreach, and resources addressing the unique challenges faced by members of the legal profession. Programming can be tailored for a section or committee's specific needs.

Confidential communications with the NYSBA Lawyer Assistance Program are protected under New York Judiciary Law § 499.

CONTACT:

LAP Director: Stacey Whiteley
Phone: 518-487-5688
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LAP Social Worker: Allison Hind, JD, LCSW
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LAP Intake Coordinator: Lia Grover, LCSW
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Email: lgrover@nysba.org

LAP Program Manager: Kim McHargue
Phone: 518-487-5757
Email: kmchargue@nysba.org

Website: www.nysba.org/lap

Attorney Well-Being

The Attorney Well-Being Program was established in 2022 as an in-house wellness initiative to support members of the New York State Bar Association. Expanding efforts of the Lawyer Assistance Program (LAP), the Attorney Well-Being Program aims to support long-term, sustainable legal careers through a strategic 8-pillar model. The Eight Pillars of Attorney Well-Being focuses on supporting the people within the profession to navigate stressors within the legal field with balance.

The program currently offers various wellness groups for legal professionals, including weekly meditations and co-working sessions. Members of the Committee on Attorney Well-Being can present content in both online and in-person settings for CLE credit or informational content. Topics span across the Eight Pillars of Attorney Well-Being to address three main objectives, 1. creating personalized goals, 2. setting effective boundaries, and 3. practicing meaningful self-care.

See current offerings and access resources from Attorney Well-Being:
https://nysba.org/attorney-well-being/

CONTACT:

Well-Being Program Manager: Jennifer Clayton
Phone: 518-487-5573
Email: jclayton@nysba.org

Public Interest Department

The Department of Public Interest manages the Association's pro bono projects, recognition programs along with providing resources and referrals to the public regarding pro bono assistance through civil legal service organizations.

The Program Manager serves as the Association liaison to the President's Committee on Access to Justice, the Committee on Legal Aid, Committee on Immigration Representation, The Civil Rights Committee, The Nominating Committee and the Pro Bono Coordinators' Network.

The Department manages several projects and award programs.

The Award Programs Include:

- Empire State Counsel®
- Free Legal Answer Awards
- President's Pro Bono Service Awards
- Denison Ray Civil Award
- Phil Dailey Award

The Empire State Counsel® program recognizes active NYSBA members who, during the calendar year, performed 50 hours or more of pro bono legal services, either through direct legal representation of low-income or vulnerable individuals, donation of free legal services to an organization designed primarily to address the needs of persons with limited financial means, or by providing free legal services to an organization dedicated to increasing the availability of legal services to vulnerable and/or low-income populations.

Since its launch, the ABA's Free Legal Answers Platform has answered over Five Hundred Thousand questions, while hundreds of civil legal questions submitted by low-income New Yorkers ranging from family law, wills and estates to consumer debt, housing/property issues have been answered by Free Legal Answers™ volunteer attorneys.

NYSBA honors on annual basis the attorney who has had the largest impact on Free Legal Answers™ clients in the previous year and the law firm which has had the most associates and partners participating in Free Legal Answers.™

Each year, the Department of Pro Bono Services works with the chairs of the President's Committee on Access to Justice and the Committee on Legal Aid to select winners of the prestigious President's Pro Bono Service Awards. Presented on Law Day, these awards recognize outstanding pro bono service and underscore the importance of helping to provide all New Yorkers, regardless of income, equal access to the civil legal justice system. Up to 23 awards may be given in the following categories: thirteen Judicial District awards, young lawyer, senior attorney, law student, law school group, small/medium and large law firm, in-house counsel and government office.

Every two years, the Department assists the Committee on Legal Aid in planning the Partnership Conference, the premier networking and training program for attorneys and pro bono coordinators engaged in public interest law. The Denison Ray Civil Awards are presented at the bi-annual Partnership Conference Denison Ray dinner. Two awards are given to staff attorneys employed by nonprofit entities that provide free civil legal services to low-income clients. One award is presented to a director of a civil legal services program or a director of a pro bono volunteer program. An award is also presented to a nonprofit organization that provides or facilitates the provision of civil legal services to low-income clients.

Public Interest Department's Direct Services to the Public

The Public Interest Program Manager is also the State Administrator for the American Bar Associations New York Free Legal Answers™ Platform. The Free Legal Answers platform is a virtual legal aid clinic allowing low-income individuals to pose civil legal questions to volunteer attorneys. In an effort to prevent larger legal crises from developing, this website provides brief individualized legal assistance to underserved populations. For attorneys in search of short-term volunteer opportunities, this site provides a way to do pro bono work that fits into your schedule and provides legal malpractice insurance for the advice provided within the state. Multiple Law Firms have Free Legal Answer Clinics where the NYSBA State Administrator participates in demonstrations of the platform and its uses.

The New York State Workers' Compensation Board's Injured Workers Legal Assistance Project ("IWLAP") helps injured workers obtain medical treatment through the assistance of pro bono attorneys.

The New York State Bar Association's Public Interest Department has partnered with the Workers' Compensation Board to connect volunteer attorneys with injured workers seeking representation in medical-only claims.

In these medical-only claims, the insurance carrier or self-insured employer who pays the medical benefits has accepted liability but is disputing the medical treatment sought by the injured worker. These cases typically pose a challenge for injured workers seeking legal representation as no attorney fees are awarded when there is no lost wage.

The New York State Bar Association's Restoration of Honor Pro bono Project accepts client veterans who may have an Other-Than-Honorable Discharge (OTH) or a General Under the Restoration of Honor Act.

Honorable Conditions Discharge due to any of the following:

- Post-Traumatic Stress Disorder (PTSD)
- Traumatic Brain Injury (TBI)
- Military Sexual Trauma (MST)
- Sexual Orientation
- Gender Identity

CONTACT:

Public Interest Program Manager: **Eunice Bencke**
Phone: 518-487-5641
Email: ebencke@nysba.org
Pro Bono Email: probono@nysba.org
Website: www.nysba.org/probono

Marketing

NOTE: NYSBA continues our comprehensive ongoing review of policies and procedures regarding all aspects of marketing. If you have questions or concerns, or to obtain the most up-to-date information, please contact Assistant Director of Marketing Stefanie Markiewicz.

The NYSBA Brand

One of the greatest challenges facing marketers is the ability to create, maintain, protect, and enhance their brand. According to the American Marketing Association, a brand is defined as follows:

"A brand is any distinctive feature like a name, term, design, or symbol that identifies goods or services."

"A brand is essentially a seller's promise to consistently deliver a specific set of features, benefits, and services to the buyers. The best brands convey a warranty of quality."[1] A brand can convey up to six levels of meaning, including attributes, benefits, values, culture, personality, and implied user.[2]

1. *Marketing Management – Analysis, Planning, Implementation, and Control*; Philip Kotler; 1994; pages 444-445.
2. *Ibid.*

For more than 150 years, the New York State Bar Association has invested its resources on behalf of the membership to build a strong organization, and in the process, has created substantial equity in the NYSBA brand. In the current environment, with increasing financial pressures on members, the growing presence of AI in daily life, and increasing competition from other bar associations as well as from for-profit CLE providers, it is imperative that the New York State Bar Association upholds the integrity of the NYSBA brand.

Toward this end, NYSBA is constantly undertaking actions to improve the quality of services to its members and improve the articulation and communication of member benefits to the legal profession. One significant step has been the development and implementation of an association-wide set of brandstandards, with consistent graphics elements, fonts and color palette. These standards help to sharpen our focus on the external, competitive environment, enhance our image in that environment, and uphold the integrity of the NYSBA brand.

Sections and Committees can advance their own goals and also assist NYSBA's branding, member acquisition and retention efforts by supporting and using the approved graphics and communications standards.

Section Marketing – A Dynamic Process

It is imperative for section leaders and committee chairs who wish to undertake effective, efficient marketing initiatives to bear in mind that marketing is a process that takes place within a dynamic marketplace. In this marketplace, nothing ever stays the same. Therefore, successful marketing requires an ongoing give and take of information between the marketer and the target audience as the marketer proceeds through each step of the process.

At its most basic level, marketing is the process of identifying the needs and wants of the target audience, and then delivering products or services that satisfy those needs and wants better than competitors. Target audience needs and wants are identified through customer research, analysis of response to electronic communications, and other means.

For a pre-existing organization, such as a section or committee, this assessment of customer needs takes on a new role – that is to monitor member satisfaction levels with the products or services that are currently being delivered, to determine what changes or improvements would increase member satisfaction with the products and services delivered, and to determine whether or not members have new needs and wants that can be satisfied.

A common marketing mistake is to make the dangerous assumption that "we already know our customers and what they want." This type of attitude ignores the realities of the dynamic and evolving marketplace. Marketing team members are available to consult with section leaders on the development, administration and analysis of member data and marketing materials.

The department can also assist section leaders with the task of translating the information garnered from the research into an action plan. To be successful, the plan must be able to identify the key tangible and intangible benefits of section membership, articulate these benefits, and include a means to communicate these benefits in a creative manner to section members and non-members.

Section Member Surveys and Polls

- The marketing department can assist Sections wishing to conduct surveys of their members. Some of our past research projects include:
- Electronic nomination ballots/forms
- Programming and meeting preferences
- Special purpose research regarding current legislative issues (i.e. power of attorney, veteran affairs or residential closing issues)

- Online evaluation forms
- Needs assessment for specific groups

What is important to section members?

Generally, the top reasons NYSBA members join a section or sections are section publications, professional development and CLE programming. When asked, the top reason for remaining in the section is the section publication, followed by CLE programs, then professional development.

Recommendation:

- Prioritize your section efforts with: information; CLE; and networking/professional development at the top of the list.
- Send out new informational content regularly.

Familiarity with Section Resources

When asked about familiarity with different section resources, section members are most familiar with their section publication. Section events and section CLE programs come in either second or third. However, in general, there seems to be a lack of familiarity with the online section resources, including the online section communities.

Recommendations:

- Promote section resources in your section publications, as well as in e-mail and mail efforts. Some tactics could include:
    - Blow-in inserts in section mailings
    - Advertisement pages in program materials
    - Mentions in opening or closing remarks at CLE programs

Section Programming and CLE

When deciding whether to attend an event, the topic is typically the most important followed by location, number of credits and cost.

All approved section programs and events will receive individual promotion following a set marketing timeline, which includes email, social media, and online community marketing.

Recommendations:

- If attendance is a concern, consider polling your section members about their preferences for timing, location, content, length and format.

Email Communication

Although bulk email and community messages both arrive in individuals' email in-box, they function differently and follow different rules.

- **Online Communities**

Communities are "closed" or private as a benefit of section membership. The most common use of communities is to allow for a substantive discussion on specific topics open to section members only. Members can control their notification preferences. They can choose to receive a daily digest of posts in the community or real-time posts, similar to a listserv. While the most important benefit of communities is to allow for discussion among section members, it also presents a unique opportunity to communicate important section messages, meetings and programs.

- **Bulk Email Messages**

Communicating to section members via email saves time and money, but only when the message is carefully crafted and the section is respectful of the amount of communication members are receiving.

Email messages are only sent to those members in our database for whom we have email addresses and who have not opted out of receiving email communications. (Note: Per Can-Spam regulations we do not send e-mail to those members who have opted out of receiving NYSBA e-mail messages.)

To assist NYSBA and the sections in their communications, specific graphic standard guidelines for email communications have been established. These standardized templates cross-market the section web resources, support the NYSBA brand, keep the message accessible across multiple web, text and mobile-based platforms, and enable us to comply with FTC Can-Spam regulations. Via the appropriate section liaison or NYSBA staff person, sections send email messages to their members and interested parties.

Some Pointers for Effective Email Communications

While e-mail is a cost-effective method of communicating with section members, it should not be the sole medium used. The average open rate for bar association emails is around 22 percent and only an additional 4 percent actually click on a link within the email. This means that is important to find other avenues to reach your audience (i.e. mailers, social media, communities, etc.).

You can also increase your email engagement rates by understanding what types of information your target audience wants and tailoring your messages to those interests. Sections whose leaders regularly send personalized email communications to their members typically experience increased performance.

How often you send emails can also have a significant effect on your email engagement rates. According to a 2015 survey conducted by TechnologyAdvice, the number one reason people flagged emails for spam was because they emailed too often. Email frequency came up again in that same study when respondents were asked how marketers could improve their emails with the number one answer being less frequent emails. In fact, more than twice as many people chose “less frequent emails” than any of the other options given. These results show it’s clear that email frequency is something that subscribers care about a lot.

The growth of mobile devices has increased dramatically, causing a similar rise in how members access their email. To keep e-mail messages compliant across multiple proprietary mobile, text and html platforms, it is recommended that messages and their subject lines be brief, with links to web pages for expanded details.

Recommendations:

- Keep your message and subject line brief and to the point.
- Create strong calls to action and link back to a webpage for more information.
- Segment your audience to improve your engagement and conversion rates as well as to avoid spamming subscribers.
- Utilize the communities email function to increase your chances of your message reaching your audience.
- Do not rely solely on email to reach your audience. Also utilize additional communication channels like print mailings, section publications and social media to get your message out.

Social Media Marketing

Along with the increase in mobile device usage, social media usage has also grown significantly over the years, with social media platforms now being one of the main avenues from which people receive information. It is important that section leaders share information regarding programming, awards/competitions, newsletters, and general updates through social media. Many sections have dedicated spotlight pages on LinkedIn, which were developed specifically for sharing section-specific information with members. NYSBA encourages section leaders to designate specific members to oversee management of these spotlight pages. When posting, please be sure to tag the main association page so your posts can be shared.

In addition to the spotlight pages, sharing information through personal social media accounts is a beneficial way to notify non-members of section activity and recruit new members for both your section and the association as a whole.

Social Media Promotion Copy Examples

X

- Join @NYSBA General Practice Section for a spring weekend on Riverhead, LI 4/24-4/26 www.nysba.org/gplongisland2027
- @NYSBA Gen Practice Sec. is hosting a screening of doc @GetShellshocked about wild oysters in NY Harbor on 4/24. @emilyvdriscoll
- Learn more about the @NYSBA General Practice Section guest speaker @emilyvdriscoll http://bit.ly/1C2IAsk #NYSBAGP

Facebook/LinkedIn promotion

- Join the New York State Bar Association General Practice Section on Friday April 24, 2027 at Atlantis Aquarium in Riverhead, NY for a film screening and MCLE program of local and broad-based interest: "Shellshocked – Oysters and our Environment" Presented by award winning environmental filmmaker Emily V. Driscoll. Register at www.nysba.org/gplongisland2027
- The New York State Bar Association General Practice Section is excited to partner with the Suffolk County Bar Association for a spring weekend on Long Island Friday April 24-26, 2027. Learn more about the great programs at www.nysba.org/gplongisland2027

***Should you have further questions or need additional direction regarding writing social media copy, please contact Jon Rogers, Media Manager, at jrogers@nysba.org.**

***When sharing information regarding upcoming events to social media, please ask your liaison for social media event graphics. This will ensure the event receives consistent branding across the board.**

Marketing Deliverables for Events Lasting Half-Day or LessEvent registration page created on NYSBA.org

Event added to global event calendar on NYSBA.org
Event inclusion in bi-weekly Section Update e-newsletter
Event included in bi-weekly At a Glance e-newsletter
Event included in weekly Upcoming CLE e-newsletter
Two (2) standalone promotional emails
Two (2) posts to the section's online community page
One (1) organic social media post on NYSBA's main social media channels (Facebook, LinkedIn and X)
One (1) follow-up email to event attendees

Additional outreach ideas for section leaders: personal emails, word of mouth, asking each committee member to bring one new person

Marketing Deliverables for Full-Day or Multi-Day Events

One (1) save the date email
Save the date postcard (optional)
Event registration page created on NYSBA.org
Event added to global event calendar on NYSBA.org
Event inclusion in bi-weekly Section Update e-newsletter
Event included in bi-weekly At a Glance e-newsletter
Event included in weekly Upcoming CLE e-newsletter
Four (4) standalone promotional emails
Four (4) posts to the section's online community page
One (1) organic social media post on NYSBA's main social media channels (Facebook, LinkedIn and X)
One (1) promoted social media post on the NYSBA LinkedIn page
One (1) follow-up email to event attendees

Additional outreach ideas for section leaders: personal emails, word of mouth, asking each committee member to bring one new person.

Questions to ask you when preparing marketing text for your events:

Who are we trying to reach?
Who should attend?
What are we trying to accomplish?
What are the most important elements of the program?
Why would someone want to attend?

Online Community Promotion Copy Examples

Join the NYSBA General Practice Section's Second Department Chapter, the Environmental Law Section, and the Suffolk County Bar Association for a spring event!

The event will kick off Friday afternoon at Atlantis Aquarium with a film screening and MCLE program of local and broad-based interest: "Shellshocked – Oysters and our Environment," followed by a seafood reception.

Saturday's schedule features tours of local attorney-owned vineyards and other regional attractions, followed by dinner. The event concludes on Sunday.

Don't miss this opportunity for a fun-filled weekend with fellow attorneys in your area!

Learn more and register at www.nysba.org/gplongisland2027

Marketing Department Staff Support

Assistant Director of Marketing: Stefanie Markiewicz
Phone: 518-487-5797
Email: smarkiewicz@nysba.org

Media Manager: Jonathan Rogers
Phone: 518-487-5630
Email: jrogers@nysba.org

Marketing Coordinator: Connie Schin
Phone: 518-487-5687
Email: cschin@nysba.org

Digital Marketing Coordinator: Christine Mancuso
Phone: 518-487-5549
Email: cmancuso@nysba.org

Major Principles Guiding NYSBA's Media Relations Policy

NYSBA acts on behalf of its members and in the public interest. We are committed to informing the public and seeking public support on matters of interest to the legal profession. NYSBA will provide accurate information to reporters. If inaccuracies are published or broadcast, the Communications Department will advise the media of the errors and ask for corrections.

All association events – including all Annual Conference discussions – are open to coverage by the news media. Speakers should assume that anything they say at a NYSBA panel discussion or webinar could become public. Lawyers attending could post about it on their own social media and NYSBA itself posts video and audio clips of our events. NYSBA writers cover it for our website, and journalists regularly attend our events. While reporters do wear badges identifying themselves as journalists, reporters may cover anything they wish at Annual Conference. We usually know that reporters are at webinars but occasionally they pay the fee or cover a free event without informing us. That makes it impossible to inform speakers when reporters are attending.

There is one exception to that. We discourage media coverage of reports submitted to the House of Delegates until they are approved. Should a reporter ask about any report submitted to the House of Delegates or Executive Committee, please direct them to the chief communications strategist. Do not forward a report that has not been approved by the House of Delegates to a journalist. While we try to keep reports confidential until approved, on rare occasions, section and committee reports do become public because journalists sometimes cover House of Delegates meetings.

Responding to Media Inquiries

Most media inquiries are directed by the Communications Department to the NYSBA president. Should the president prefer that other NYSBA leaders with expertise on the topic handle the inquiry, a Communications staffer will contact the members designated by the president. If it is not clear who should speak to the journalist, the Communications Department will ask the section chair for suggestions.

Journalists operate on hourly deadlines and speed in responding to the Communications Department is essential. Journalists cast a wide net when setting up interviews and are inclined to quote the first individuals that respond to them. Please let the Communications Department know as soon as possible that you are working on the request even if you have not yet found the right person to speak to the reporter. Lawyers speaking to journalists should expect to be quoted by name and title. Lawyers who do not want to be quoted should not speak to reporters.

When representing NYSBA, leaders should be objective. That means they should not express their own opinions when being identified as a NYSBA leader. The only exception to the no opinion rule is when a leader is advocating for a policy position approved by the House of Delegates. If you are speaking in your personal capacity, please make sure that the reporter agrees in advance not to include your NYSBA position in the story.

If you are approached directly by a journalist, it is important that you discuss the inquiry with the chief communications strategist before agreeing to speak to the reporter. It is possible that the NYSBA president prefers to handle the media inquiry or that your interview will conflict with a NYSBA public relations/policy strategy.

Should section members have questions about dealing with the media, please do not hesitate to contact the chief communications strategist.

Opportunities to Promote Annual Conference

President Taa Grays has asked that all section chairs participate in the New York Law Journal special Annual Conference section. Each section of the association is invited to write a 500-

word column about a topic of interest to the practice or in case of demographic sections, such as Women in Law, of interest to the group. Ideally, this will be a topic your section is addressing in its Annual Conference programming.

The article should not be a list of speakers or topics but a substantive discussion of the issue you are addressing that refers to your programming. This publicity would be very expensive to buy, and few other organizations anywhere in the country get such an opportunity. That is why President Grays is hoping for participation from every section.

Should the section chair be unable to write the article, please find another lawyer who can. These articles are due to the Communications Department on Oct. 30. Section chairs will receive an email requesting that they select a topic for the column by Sept. 25.

Communications staffers are available to help brainstorm ideas for the columns. These articles are part of NYSBA's public relations strategy and are opportunities to promote NYSBA. A public-facing column is not the place for opposition to NYSBA policies. Sections wanting to change NYSBA policies should work through the House of Delegates.

CONTACT:

Chief Communications Strategist: Susan DeSantis
Phone: 201-575-5756
Email: sdesantis@nysba.org

Senior Writer and Editor: David Alexander
Phone: (518) 487-5644
Email: dalexander@nysba.org

Content and Communications Specialist: Jennifer Andrus
Phone: 518-487-5676
Email: jandrus@nysba.org

Content and Communications Specialist: Rebecca Melnitsky
Phone: 518-487-5591
Email: rmelnitsky@nysba.org

Overview of Section Publications

Section publications are a valued member benefit and an opportunity to publish work in an attorney's section. They include analyses, reports, reviews, meeting updates, photos, and more. This year we have or expect to publish 36 issues for 16 sections. This number varies depending on whether the publication has active editor(s) and whether the editor receives enough submissions. The section pays only for printing and mailing costs of the publication.

The section publication coordinator is the primary point of contact at NYSBA for the publication. A complete overview of this process is available at nysba.org/section-pub-editor.

The Process

Editors work with the section and their network to solicit, review, select, and edit work. Sections generally have a Publications Committee and some have editorial boards which play varying roles in the publication, but the editors are our primary contacts. NYSBA's two section publications coordinators then work with the editors and other NYSBA staff to produce the publication, working on layout and design (including cover and article image selection), proofing, and marketing. We add both section-specific and NYSBA ads throughout the publication, as well as any paid ads contracted with our outside agency AMG. Once the publication is approved by the editor(s), it is posted online and sent to print in-house.

Content

NYSBA does not make decisions about content except for restrictions on self-promotion and conflicts with NYSBA's policies. We require all authors to sign and submit our copyright agreement for original work. Contributors can receive CLE credit for publishing articles by submitting a form through the Unified Court Systems.

Section publication content is reviewed by the Communications team for suitability for online posting in the News Center and the NYSBA Journal if space is available. Posting in the News Center affords opportunities for the authors and sections to promote their work more widely. Articles published by Communications goes through a more rigorous editing process. The coordinators also work on the NYSBA Journal on editing, design and production, which helps to streamline this process.

Chair Responsibilities

Most publications run a "Message From the Chair." Editors will request and give a deadline for these messages, which are usually brief. The chair or liaison provides a headshot to accompany this message.

Distribution

Increasingly, more sections are opting for online distribution rather than a full member print run for financial and environmental reasons, as well as ease of distribution. We do print a limited number of copies in that case for editors, contributors, staff, and the archives.

If you have any questions, or would like to learn more about section publications, please contact one of the coordinators.

CONTACT:

Section Publications Coordinator:
Alyssa Colton
Phone: 518-487-5672
Email: acolton@nysba.org

Section Publications Coordinator:
Ed Stevens
Phone: 518-487-5597
Email: estevens@nysba.org

NEW YORK STATE BAR ASSOCIATION

NYSBA

BRAND & IDENTITY

GUIDELINES

Table of Contents

Revised May 2026

BRAND STORY

MISSION STATEMENT

Our mission is to shape the development of law, educate and inform the public, and respond to the demands of our diverse and ever changing legal profession. NYSBA advocates for state and federal legislation and works tirelessly to promote equal access to justice for all.

VISION

To be an organization at the forefront of education and the development of law.

CORE VALUES

i. Continuous improvement

ii. Making a difference

iii. Member commitment

iv. Diversity & inclusion

"Brand is the sum total of how someone perceives a particular organization. Branding is about shaping that perception."

-Ashley Friedlein

PRIMARY LOGO

The formal New York State Bar Association logo is used on all print and digital assets distributed to journalists, non-members and others who may not be familiar with the brand. The NYSBA logo is a registered trademark and should always appear with the trademark seal above the house on the righthand side. It should only appear in NYSBA blue (PMS 294), black, or white.

- **The top line of text needs to align with the top portion of the "house"**
- **The space between "house" and text should remain unaltered.**

- **Logo clear space**
  The space around the logo should remain clear. Logo should not touch any sides, or be cut off in any way.

SECONDARY LOGO

The "house" logo is used for in-house events, assets being received by people familiar with the brand, people who are already members, and for NYSBA event signage. The NYSBA logo is a registered trademark and should always appear with the trademark seal above the house on the righthand side. It should only appear in NYSBA blue (PMS 294), black, or white.

DEPARTMENTAL LOGOS

Department logos are used on department specific pieces. These logos should only be used on collateral going to members, people familiar with the brand, and on in-house event pieces and signage.

Business Law Section

Lawyer Assistance Program

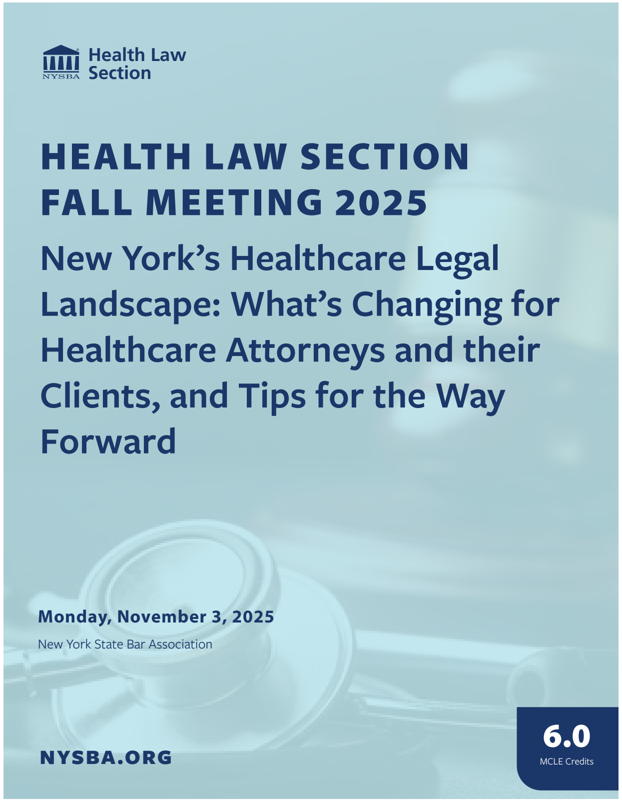
LOGO BEST PRACTICES

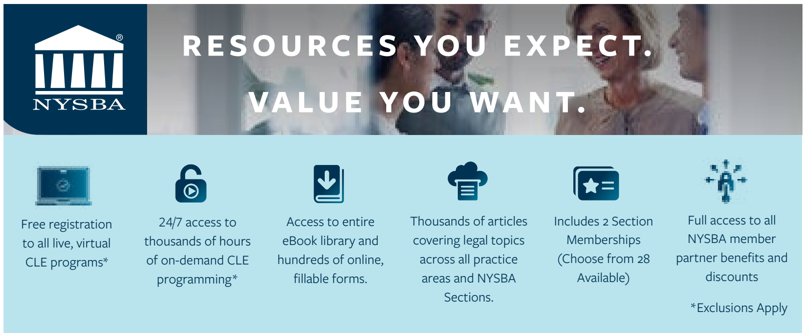
- Do NOT alter the orientation of the logo.
- Do NOT use random colors in logo. Only NYSBA blue (PMS 294), black and white.
- Do NOT use a gradient in logo.

- Do NOT use a logo that will blend into the background colors.
- Do NOT use a logo that will blend into the photography.
- Do NOT distort or alter the logo.

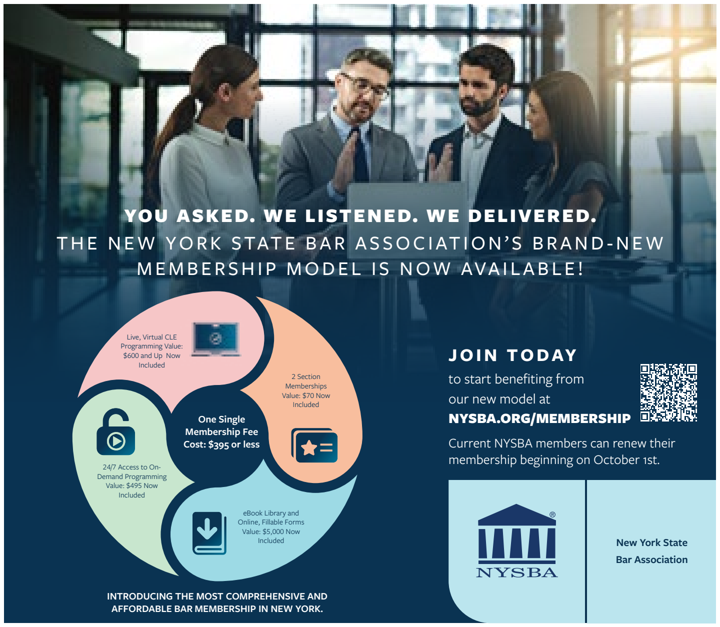
LOGO PLACEMENT

Logo should appear in top left corner (preferred) or bottom right corner. Logo should not be obstructed in any way. Logo should not blend into background and should always appear at 100% opacity. Logo may occasionally appear elsewhere if part of a cohesive design.





- Preferred logo placement, top left.



- Secondary logo placement, bottom right.

COLORS

NYSBA BLUE

PANTONE® 294

HEX/HTML
1a3768

Pantone® 294 is the corporate color of NYSBA

SECONDARY COLORS

PANTONE® 2253

PANTONE® 7457

PANTONE® 699

PANTONE® 2001

PANTONE® 649

PANTONE® 167

PANTONE® 209

PANTONE® 343

PANTONE® 2617

WEBSITE

#F5F5F5

#EBECEE

#8452FF

#022B62

#000000

#ffffff

#8452FF

#022B62

#022B62

#001E47

#8452FF

#00FFD7

ADA COMPLIANCE

Our color palettes & combinations shown here are compliant with the ADA guidelines. All variations shown pass the WCAG 2.0 level AA guides. The contrast ratio between text and a text's background should be at least 4.5 to 1. If font is at least 24 px or 19 px bold, the minimum drops to 3 to 1.

PASS

Foreground: #ffffff
Background: #1a3768

Foreground: #1a3768
Background: #ffffff

Foreground: #ffffff
Background: #000000

Foreground: #000000
Background: #f4b233

Foreground: #ffffff
Background: #5b6770

Foreground: #000000
Background: #bdb932

FAIL

Foreground: #5c7e95
Background: #1a3768

Foreground: #ffc60a
Background: #ffffff

Foreground: #5b6770
Background: #000000

BRAND MOOD: IMAGES

Our primary goal is to utilize images of NYSBA members to showcase our associations wide breadth and reach. The images used in marketing should create a diverse and relatable world, reflecting the authentic personalities and situations of our NYSBA members. Images used should portray people of all cultures, gender and age in business and business casual clothing.

PHOTOGRAPHY





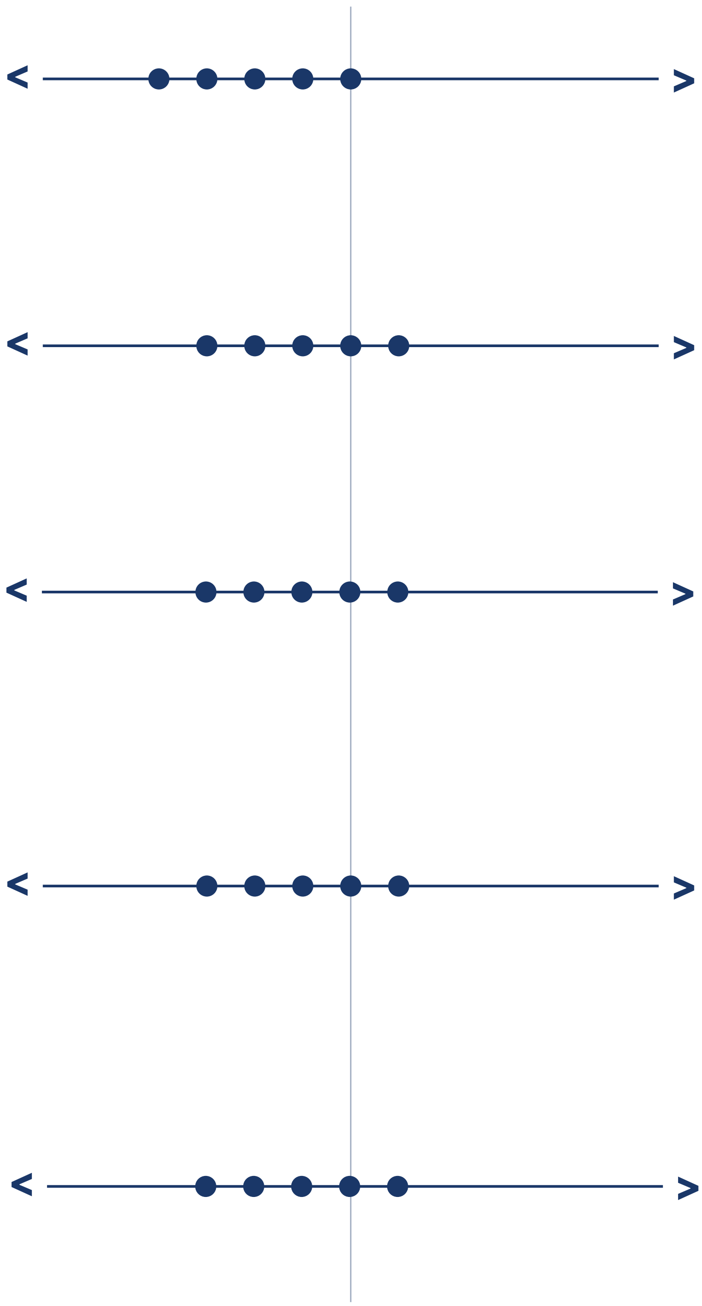




BRAND MOOD: WRITING TONE

The NYSBA writing style should always incorporate one or more of the following key components: **knowledgeable, professional, educational.**

While the tone will vary within the range provided, in communications and all external platforms it cannot fall toward the extremes. The range provided will allow for creativity while staying true to the NYSBA writing style and brand voice.



Professional
"We are pleased to inform you...."

Amateur
"Winner, Winner...."

Formal
"Our members are legal leaders..."

Informal
"We know our stuff..."

Educational
"The latest court ruling will impact..."

Impractical
"It is understood..."

Respectful
"We understand your time is valuable, that's why we'll get to the point..."

Contemptuous
"You should already know..."

Serious
"Your financial well-being is paramount..."

Funny
"You win some and lose some..."

NYSBA follows the Associated Press Stylebook. The AP Stylebook is a style and usage guide for American English grammar created by journalists and used in newsrooms, by professional writers, and corporations.

For any questions, please contact NYSBA's Communications Department, at 518-463-3200.

FONTS

PRINT

FREIGHTSANS PRO

BLACK / *BLACK ITALIC*
ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

BOLD / *BOLD ITALIC*
ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

REGULAR/*ITALIC*
ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

LIGHT / *LIGHT ITALIC*
ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

ADOBE GARAMOND PRO

BOLD / ITALIC
ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

ROMAN / ITALIC
ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

ABCDEFGHIJKLMNOPQRSTUVWXYZ
abcdefghijklmnopqrstuvwxyz
1234567890

TYPOGRAPHY

FREIGHTSANS PRO

MAKE THE MOST OF YOUR NYSBA MEMBERSHIP

FreightSans Pro Bold is our main headline font and should be used in most large headlines and titles. Headlines should be left-aligned unless otherwise unavoidable.

Activate Your Free Membership Today

FreightSans Pro Book in large text size is an excellent subhead or secondary headline font.

In recognition of your admission to the Bar, we are pleased to provide you with a free, one-year membership to the New York State Bar Association! What happens next? That's up to you.

FreightSans Pro Book is our main body text font.

ADOBE GARAMOND PRO

Artificial Intelligence Presents Opportunities and Challenges for the Legal Ecosystem

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Benefits to the Profession of Law

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Adobe Garamond Pro Regular or Italic are excellent subhead or secondary headline fonts.

Artificial intelligence has already proven that it will alter many industries, including the legal profession. In fact, a wide range of legal tasks are already being automated, and naturally, a mountain of ethical issues will require thoughtful debate and examination.

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